

**BY-LAWS & MINUTES OF
WINDSOR, ESSEX &
LAKE SHORE RAILWAY**

R 44.9000

By-Laws
&

Minutes of
Windsor, Essex & Lakeshore
Railway

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July 15th, 1927.

A meeting of the representatives interested in the acquisition of the W. E. & L. S. Railway was held in the City Hall this P.M.

The meeting opened at 7.35 P.M. with C. E. Jackson in the Chair.

Present Messrs. Anderson, Lambier, Hennin, Marentette, Smith, Wyatt, Clifford, Swatman, Poulter, Fader, Westgate, Wigle, Parker, Selkirk, Simmers, Gow, Robinson, Bowman, Coulter, McAuliffe, Harris, Sanford, McGill, Demmy, Crawford, Hillis, Tuson.

Mr. Robinson of the H.E.P.Co., General Superintendent of the Railway outlined the general features of the Commissions report, dealing principally with the policy of the Municipalities as to the purchase of the W. E. & L. S. Railway.

Considerable discussion ensued in which the representatives of every Municipality entered, the question principally discussed by a number of representatives, was the apportionment of cost. The representatives from Sandwich South and Sandwich West took exception to their apportionments claiming they were too high; the feeling of the meeting was that if anything was inequitable in divisions of cost, it could be adjusted.

A resolution was passed, moved by Mayor Smith of Essex, seconded by Reeve Poulter that the Reeves and Mayors of the various Municipalities be made executive committee to handle all future matters in connection with the acquisition of said railroad.

It was further moved by Mr. Tuson, seconded by Mr. Swatman, that the H.E.P.C. Co. be requested to prepare a by-law for the acquisition of the W.E. & L.S. Railway, and submit same for the consideration of each Municipal Council. Carried, Messrs. Hennin and Marentette voting Nay.

(Sgd) M. E. Brian

Secretary.

Essex, Ontario.
June 9th, 1927.

Meeting held in Essex Theatre re purchase of Windsor
Essex and Lake Shore Railway by Municipalities for operation
by the Hydro-Electric Power Commission of Ontario.

PRESENT:

ESSEX: J. W. Brien; John Milne; R. R. Brett; E. J. Hicks;
G. A. Snyder; L. F. Bedell; J. P. Tuite; C. E. Nayl;
H. W. McGill; J. Whitney.

LEAMINGTON: Chas. G. Fletcher, M.P.P.; Lloyd Bowman;
R. M. Selkirk; James Gow.

KINGSVILLE: T. Poulter; W. H. Hillems; C. W. Hendershot;
W. M. Mebb; A. J. Bennett; C. A. Quick;
Gordon Fox; Robert Healy; R. J. Voakes;
Henry Russell; J. L. Baird; C. L. Cooper;
C. G. Loop; A. B. Coryell; Fred Crawford.

ROSELAND: J. G. Hennin; Frank Jessop.

GOSFIELD NORTH: Albert Longdon.

COTTAM: L. G. Orton; R. A. Jackson; S. H. Wyatt.

GOSFIELD SOUTH: W. B. Clifford.

SANDWICH SOUTH: C. H. Churchill; Jos. McAuliffe.

MERSEA: C. E. Lambier; M. H. Swatman.

WINDSOR: C. E. Jackson; E. B. Winter; Chas. Henri;
Jas. W. Kerr; Robert Weber; Clyde Curry;
Alex. Simmers; A. Eastman; W. B. Belmer;
A. F. McGill; Wm. Catfield; Wm. Woollatt.

WALKERVILLE: C. J. Stodgell.

AMHERSTBURG: A. W. Marsh.

TECUMSEH: Paul Poisson, M.P.P.

HYDRO-ELECTRIC POWER COMMISSION: T. W. Fairlie; W. R. Robertson;

Mr. Alex. Simmers announces that inasmuch as the meeting
has been called by no one in particular, it is necessary to
appoint a Chairman and owing to the absence of M. E. Brian,
Secretary, that R. J. Desmarais would act in his place.

It is moved by M. H. Swatman, Deputy Reeve, Mersea Township, seconded by W. B. Clifford, Warden of Essex County, that C. E. Jackson, Mayor of Windsor, be appointed Chairman. Carried Unanimously.

Mr. Jackson thanks the meeting for honor of being appointed chairman and explains the reason for calling the meeting is to hear the report of the Hydro-Electric Power Commission of Ontario re purchase of Windsor Essex and Lake Shore Railway.

W. R. Robertson, General Superintendent of Hydro-Electric Railways explains that at meeting held in Kingsville on February 2nd, it was decided that Hydro-Electric Power Commission of Ontario be requested to make a report regarding the purchase and rehabilitation of the Windsor Essex and Lake Shore Railway after which Mr. Robertson read a very detailed report covering operating side Railway, explaining that under the Hydro management operating costs would be reduced materially thus placing the Railway on sound basis.

Mr. Fairlie reads the report as to the physical side of the question which report is very extensive and shows that the property of the Windsor Essex and Lake Shore Railway is in very poor condition and is valued only as scrap. According to the report the original capitalization was \$1,250,000 and the sale price is \$296,000 and that the cost of rehabilitation would bring the total ultimate cost to about \$1,000,000 to be apportioned among the various municipalities affected. He also explains that the vote, if taken, would be restricted to those voters within 2½ miles of the Railway and that they alone would be called up to guarantee the debentures.

Immediately upon the completion of the reading of the report by Mr. Fairlie it is moved by Alex. Simmers and seconded by W. B. Clifford:

"That this meeting accepts the report of the Engineers of the Hydro-Electric Power Commission of Ontario re investigation and valuation of the Windsor Essex and Lake Shore Railway and that the Commission be requested to furnish a copy of said report to each municipality interested for its consideration.

Carried.

The Chairman invited discussion of the motion before putting the question in which the following take part and speak favorably:-

J. G. Hennin; M. H. Swatman; E. B. Winter; Paul Poisson; Chas. C. Fletcher; Fred Crawford; C. E. Lambier; W. B. Clifford; Jas. Gow; L. J. Orton; C. J. Stodgell; R. R. Brett.

It is suggested by the Acting Secretary that immediately upon the various municipalities receiving their copies of the report they appoint two delegates to a committee to consider the report further and formulate plans for the taking of a vote. The Municipalities are to notify the Secretary of the appointments.

The meeting adjourns at 4.45 p.m., on motion of M. H. Swatman seconded by W. B. Clifford.

(Sgd) M. E. Brian
Acting Secretary.

Windsor, Ontario
May 17, 1928.

Meeting of Representatives for the acquisition of The Windsor, Essex and Lake Shore Rapid Railway, held May 16th, 1928, at the City Hall, Windsor.

PRESENT:	E. B. Winter	Windsor
	J. G. Hennin	Sandwich South
	A. A. Marentette	Sandwich West
	W. Smith	Essex
	J. Oxley	Gosfield North
	W. B. Clifford	Gosfield South
	F. Crawford	Kingsville.
	Ezra Whittle	Mersea
	Eloyd Bowman	Leamington

Colchester North, Sandwich East and Maidstone not represented.

The meeting was called by E. B. Winter, the Windsor representative, under Section 3 of the Act.

Meeting convened at 10.50 a.m.

Mr. Rodd was called upon to explain the working of the Act; the first move was to create the association, outlined in the Act. It will be necessary when a sufficient number of Municipalities have signed up to pass by-laws governing conduct and procedures of meeting, etc.

Mr. Rodd informed the gathering that it was necessary to appoint a Chairman and Vice-Chairman and Secretary and Treasurer.

Moved by W. Smith, seconded by W. B. Clifford, that E. B. Winter be chairman. Carried unanimously.

Moved by J. G. Hennin, seconded by W. B. Clifford, that A. A. Marentette be Vice-Chairman. In amendment by L. Bowman, seconded by J. Oxley that F. Crawford be Vice-Chairman. Mr. Marentette withdrew and amendment becomes main motion. It was then moved in amendment by F. Crawford and J. G. Hennin that W. B. Clifford be Vice-Chairman. Upon a ballot being taken W. B. Clifford was elected.

Moved by W. B. Clifford, seconded by J. G. Hennin that a Secretary be appointed and upon ballot being taken, M. E. Brian was elected Secretary.

The Chairman at this juncture asked for opinions from the various municipalities. The tenure of the big majority was optimistic and there seemed to be an air of cooperation and mutual understanding on the proposition.

Meeting adjourned at 12.35 p.m. to be re-convened at the call of the Chairman within ten days.

(Sgd) M. E. Brian
Secretary .

(Sgd) E. B. Winter
Chairman.

Meeting of the representatives of the Windsor Essex and Lake Shore Railway Association on Thursday, the 14th day of June, 1928.

Meeting called to order at 2.20 p.m.

Present: Ezra Whittle, Messrs: J. G. Hennin, Sandwich South; A. A. Marentette, Sandwich West; Fred Ferrari, Sandwich East; W. B. Clifford, Gosfield South; Fred Crawford, Kingsville; L. Bowman, Leamington; E. B. Winter, Windsor

Mr. Winter in the Chair.

The Minutes of the last meeting were read and adopted.

At this stage the following resolution submitted by Mr. Rodd was moved by A. A. Marentette, seconded by F. Ferrari, that the members of this association confirm the action taken at the last meeting of the association and hereby confirm the election of E. B. Winter as Chairman, W. B. Clifford as Vice Chairman and M. E. Brian as Secretary and Treasurer, and carried .

Mr. Rodd explained procedures and the necessity for by-laws regulating the calling of meetings, time of meeting what notice, length of notice re meetings and the conduct and duties of officers, remuneration, etc.

It was suggested that the regular meetings of the Association be held on the first Wednesday of every month at the City Hall, Windsor, at 2 o'clock in the afternoon. Special meetings may be called by the Chairman or Vice Chairman or three members of the association at a time and place to be named in the notice. At least two days notice of meeting shall be given.

The solicitor, on motion, was instructed to prepare a by-law embodying rules and regulations for the conduct of the business of the Association and report upon same at the next meeting.

Mr. Rodd suggests the appointment of a Committee to negotiate the purchase of the Windsor, Essex and Lake Shore Railway from the present owners. Before purchasing it will be necessary to have all agreements filed.

The following is a record of said agreement as of June 14th, 1928.

Sandwich East,	signed by both parties, returned, one to Reeve.
Windsor,	signed by both parties, returned, one to Clerk.
Sandwich South,	signed by both parties, returned, one to Reeve.
Sandwich West,	Reeve assures that agreement is signed but not yet sent in.
Essex,	Agreement signed but not in.
Gosfield North,	Not returned.
Gosfield South,	One copy signed. Kept for association.
Kingsville,	One copy signed. Kept for association.
Mersea.	Not returned.
Leamington,	Agreement signed but not in.

Moved by L. Bowman, seconded by W. A. Harentette:

That Messrs. Hennin, Clifford and Smith be a Committee to negotiate with the present owners of the Windsor Essex and Lake Shore Railway as to taking over said road, the purchase price terms and conditions of purchase, and report back to the adjourned meeting.

It was moved by L. Bowman, seconded by J. G. Hennin, that the Solicitor be empowered to begin negotiations with the Hydro Electric Power Commission of Ontario as to terms, conditions and working arrangements with a view to said Hydro Electric Power Commission operating and managing said Windsor Essex and Lake Shore Railway.

Mr. Marentette at this juncture asked the co-operation of the Association in his endeavour to persuade the Highways Department of Ontario to allow trackage on Dougall Avenue from north of the Michigan Central Railway to the 4th Concession Road of Sandwich West.

The following resolution, moved by J. G. Hennin, seconded by F. Crawford:

"That this association do and it does hereby go on record as being in favor of the construction of a railway from the lines of the Windsor Essex and Lake Shore Railway on Howard Avenue across to Dougall Avenue and along Dougall Avenue Provincial Highway from the north side of the Michigan Central Railway to the 4th Concession of Sandwich West and that the Secretary be directed to forward this resolution to the Provincial Highways Department."

Mr. Hennin brought up the question of the negotiations to be entered into by various parties with reference to a subway or bridge at the crossing of the Michigan Central Railway at Howard Avenue and suggested that inasmuch as the Windsor Essex and Lake Shore Railway is vitally interested in same, that representative from the association be appointed to act with others in said negotiations.

Mr. F. Ferrari was appointed as representative upon motion of Mr. Hennin, seconded by Mr. Clifford.

The following memorandum was read and ordered to be inserted in the minutes:

We, the members of the above mentioned Association, hereby consent to this meeting being held at the above time and place, and we do hereby waive notice of this meeting and consent to the transaction of such business as may have come before it, as testified by our signatures hereto,

(Sgd)

E. B. Winter
J. E. Ferrari
J. G. Hennin
W. B. Clifford
Fred Crawford
James Oxley
L. Bowman
Anthony Marentette

The meeting then adjourned

(Sgd)

E. B. Winter - Chairman
J. E. Brian - Secretary

A meeting of the Purchasing Committee of the Windsor, Essex and Lake Shore Railway Association was held in the City Hall on Wednesday the 20th day of June, 1928.

Messrs. Hennin, Smith and Clifford present.

After a short discussion on the question of purchase, it was decided to continue debate upon purchase with all representatives present at the meeting.

The meeting of all representatives was held beginning at 8.10 p.m., Messrs. Winter, Crawford, Hennin, Bowman, Clifford and Smith being present.

Mr. Rodd as Solicitor, was present and presented a by-law covering the procedure of meetings and conduct of members.

This by-law, on motion of Reeve Hennin, seconded by Reeve Clifford was given the first, second and third readings and was passed. This by-law is to be By-law No. 1 of the Association.

A draft agreement for purchase of said railway was presented by Mr. Rodd, moved by Mr. Smith, seconded by Mr. Hennin, that agreement with amendments be adopted and the officers of the Association be authorized to sign same on the approval of the Association.

The question of an agreement with the Hydro-Electric Power Commission was discussed and it was moved by Mr. Hennin, seconded by Mr. Clifford that the Solicitor be authorized to prepare a by-law covering an agreement with H. E. P. C. as to said H. E. P. C. operating and rehabilitating said Windsor, Essex and Lake Shore Railway.

The following memorandum was read and ordered to be inserted in the minutes:-

We, the members of the above mentioned Association hereby consent to this meeting being held at the above time and place, and we do hereby waive notice of this meeting and consent to the transaction of such business as may have come before it, as testified by our signatures hereto.

(Sgd) E. B. Winter
J. E. Ferrari
J. G. Hennin
W. B. Clifford

Regular meeting of the Windsor, Essex and Lake Shore Railway Association held July 5, 1928, in the City Hall at Windsor.

Meeting was called to order at 8.15 p.m. Minutes of last meeting were read and adopted. Moved by J. G. Hennin, seconded by W. A. Smith that this meeting be considered as the Regular meeting which should be held at 2 p.m. on the first Thursday of each month.

There were present: Messrs. Ferrari, Hennin, Smith, Crawford, Clifford, Bowman, Oxley and Mr. Winter in the Chair.

The meeting was addressed by Mr. Rodd especially with reference to assuming the added allotment of the amount set out against Mersea, Colchester North and Maidstone, a total of \$121,693.00 divided as follows:

Sandwich West	\$ 6,157.38	Sandwich East	\$ 6,292.84
Sandwich South	4,908.12	Gosfield South	15,289.45
Gosfield North	11,556.71	Essex	8,993.87
Kingsville	11,659.33	Leamington	17,618.30
Windsor	39,217.00		

This allotment is made under Section 9 of the Act creating the Windsor, Essex and Lake Shore Railway Commission.

The Municipalities of the City of Windsor, Townships of Sandwich West, Sandwich East, Sandwich South, Town of Essex, Township of Gosfield North, Town of Kingsville, Township of Gosfield South and Town of Leamington having executed the agreement as set out in Schedule "A" to the Act and having agreed to assume their proportionate share allotted by the Act to the Municipalities which have not signed the agreement, Mr. Rodd Presented a By-law authorizing the execution by the Association of the several agreements completed by the Municipalities, and it was upon motion duly made and seconded unanimously passed after three readings.

The following memorandum was read and ordered to be inserted in the Minutes:

We, the members of the above mentioned Association hereby consent to this meeting being held at the above time and place, and we do hereby waive notice of this meeting and consent to the transaction of such business as may have come before it, as testified by our signatures hereto.

(Sgd) E. B. Winter

J. G. Hennin.
W. B. Clifford
Fred Crawford
James Oxley
L. Bowman
Anthony Marentette

The Meeting then adjourned

(Sgd) E. B. Winter Chairman

A special meeting of the Windsor, Essex and Lake Shore Railway Association was held in the City Hall, Windsor, on July 20, 1928. This meeting was held at the call of the Chairman.

Meeting called to order by the Vice-Chairman, Mr. Clifford at 4.15 p.m. Messrs. Clifford, Crawford, Bowman, Smith, Ferrari and Hennin were present. Mr. Winter arrived shortly after the meeting opened and took the chair, Mr. Clifford vacating.

Mr. R. S. Rodd, solicitor, Mr. Hanna, solicitor for the Hydro Electric Power Commission of Ontario and W. R. Robertson Railway Superintendent of the Hydro Electric Power Commission of Ontario were present.

Mr. Rodd explained to the meeting that the first matter to be taken up was the passing of a by-law for ratifying and confirming the agreement dated 20th day of June 1928, for the purchase of the Windsor, Essex and Lake Shore Railway.

On motion of Messrs. Ferrari and Bowman, this by-law was given three readings and finally passed as By-law Number 2.

The next order of business was the introduction of a by-law to authorize the entry of the Association into a contract with the Hydro Electric Power Commission of Ontario for the management and construction etc. of the Windsor, Essex and Lake Shore Railway.

This by-law was passed on motion of Messrs. Crawford and Hennin, given three readings and finally passed as Bylaw Number 3.

Considerable discussion ensued as to the terms of the agreement with the Hydro Electric Power Commission in which all the members and Messrs Rodd, Hanna and Robertson took part. Some changes were made and the matter and terms of said agreement were to be discussed by the Hydro Electric Commission of Ontario at a meeting to be held on Wednesday, the 25th day of July 1928, at Toronto

The following memorandum was read and ordered to be inserted in the minutes:

We, the members of the above mentioned Association hereby consent to this meeting being held at the above time and place, and we do hereby waive notice of this meeting and consent to the transaction of such business as may have come before it, as testified by our signatures hereto.

(Sgd) E. B. Winter
J. H. Ferrari
J. G. Hennin
W. E. Clifford
Fred Crawford
James Oxley
L. Bowman

The meeting adjourned.

Anthony Marentette
(Sgd) E. B. Winter - Chairman W. E. Brian Secretary

A special meeting of the Windsor, Essex and Lake Shore Railway Association held in the City Hall, Windsor, on Thursday November 8, 1928, at 3 p.m.

There were present Messrs. E. B. Winter, Windsor, J. G. Hennin, Sandwich South; Jas. Oxley, Gosfield North; L. Bowman, Leamington; F. Crawford, Kingsville; W. B. Clifford, Gosfield South; F. Ferrari, Sandwich East.

This meeting was at the call of the Chairman.

Mr. Winter in the chair explains that this meeting was called for the purpose of ascertaining the exact status of the negotiations that have been under way for some time with the Hydro Electric Power Commission of Ontario.

Mr. W. R. Robertson dealt with the matter in a general way until Mr. Rodd appeared.

Mr. Rodd explained to the meeting the trouble was over the amount of working capital that the Hydro Electric Power Commission insists upon the Association having.

After considerable explanation and discussion it was moved by Reeve Ferrari, seconded by Reeve Hennin:

"That Solicitor for this Association be and he is hereby authorized to close the agreement with the Hydro Electric Power Commission of Ontario " Carried.

The following memorandum was read and ordered to be inserted in the minutes:

We, the members of the above mentioned Association hereby consent to this meeting being held at the above time and place, and we do hereby waive notice of this meeting and consent to the transaction of such business as may have come before it, as testified by our signatures hereto,

(Sgd)	E. B. Winter
	J. E. Ferrari
	J. G. Hennin
	W. B. Clifford
	Fred Crawford
	James Oxley
	L. Bowman
	Anthony Marentette

The meeting adjourned at 6.05 p.m.

(sgd)	E. B. Winter - Chairman
	M. E. Brian - Secretary

Regular meeting of the Windsor, Essex and Lake Shore Railway Association held in the City Hall, Windsor, January 3rd, 1929.

Meeting called to order at 2.25 p.m. with Mr. Winter in the chair.

There were present: Messrs. Winter, Clifford, Marentette, Ferrari, Hennin, Smith, Oxley, Crawford, Bowman, J. H. Rodd, Solicitor.

Minutes of previous meeting were read and adopted on motion of W. B. Clifford, seconded by James Oxley.

Communications were presented from H. B. Kennedy re bonds; Guaranty Trust Company re trusteeship and were ordered filed for future disposal.

Mr. Rodd presented an agenda for consideration:

1. Consideration of proposed new legislation:
Mr. Rodd dealt at length and presented a draft of proposed new legislation. After considerable discussion, the following resolution was passed.

Moved by Mr. Smith, seconded by W. B. Clifford, that having heard read the Legislation proposed to be applied for at the next session of the Legislature of the Province of Ontario for the purpose of amending and extending this special Act creating the Association as settled by representatives of the Government of the Province of Ontario and of the Hydro Electric Power Commission, and by the Solicitor for this Association be and the same is hereby approved of and the Solicitor for this Association to associate himself with the Solicitor for the Hydro Electric Power Commission in obtaining the passing of this Legislation at the next session of the Provincial Legislature . Carried.

2. Consideration of agreement with Hydro-Electric Power Commission of Ontario and of by-law to authorize execution if satisfactory.

After discussion of different clauses of agreement By-law No. 4 "A By-law of the Windsor, Essex and Lake Shore Electric Railway Association to authorize the execution of an agreement between the Association and the Hydro Electric Power Commission of Ontario for the rehabilitation and operation of the Windsor, Essex and Lake Shore Rapid Railway" upon motion of A. A. Marentette, seconded by L. Bowman, was given the necessary three readings and finally passed, all members voting in favor.

3. Appointment of executive in accordance with terms.

Moved by J. Oxley, seconded by W. Smith, in view of the fact that the proposed legislation provides for the creation by the Association of an Executive Committee of five members to be composed of the Chairman, Vice Chairman, and three other members of the Association, and that therefore, J. Hennin representative of Sandwich South; Fred Crawford, representative of Kingsville and A. A. Marentette, representative of Sandwich West, be and they are hereby appointed as the additional members of the said Executive Committee.

4. Consideration of Trust Deed. Laid over until bids for bonds are received.

5. Bond issue - laid over till bids are in.

6. Appointment of small Committee to act with Solicitor re bonds.

Moved by F. Crawford, seconded by W. Smith, that Messrs. Winter, Marentette and Hennin act with Solicitor on above Committee.
Carried.

7. Debenture by-laws - laid over.

The following memorandum was read and ordered to be inserted in the minutes.

We, the members of the above mentioned Association hereby consent to this meeting being held at the above time and place, and we do hereby waive notice of this meeting and consent to the transaction of such business as may have come before it, as testified by our signatures hereto.

(Sgd)

E. B. Winter
J. E. Ferrari
J. G. Hennin
W. B. Clifford
Fred Crawford
James Oxley
L. Bowman
Anthony Marentette

On motion of J. Hennin, seconded by A. A. Marentette, that this meeting stand adjourned till Thursday the 10th of January 1929, at 2.00 p.m.

Adjourned at 4.10 p.m.

(Sgd)

E. B. Winter
Chairman.

M. E. Brian
Secretary

Meeting held in City Hall, Windsor, January 10th, 1929, pursuant to adjournment from January 3rd, 1929.

Present: Messrs. Winter, Crawford, Clifford, Bowman, Oxley, Hennin, Marentette.

Mr. Rodd submitted the following agenda:

1. Consideration of bond issue.
After explanations and discussion it was moved by J. Hennin, seconded by W. B. Clifford, that bonds be issued at 5 $\frac{1}{2}$ % on a 50 year sinking fund basis. By-law No. 5 on motion of J. Hennin, seconded by J. Oxley, was given the necessary number of readings and passed.
2. Trust Deed was read and salient points discussed, was adopted and referred for future reference after bonds have been sold.
3. Consideration of by-law authorizing the Chairman-Secretary and Treasurer to execute debentures of this Association to the aggregate amount of \$200,000., \$100,000. to be handed over to the Hydro-Electric Power Commission of Ontario to provide for working expenditures of the Railway and \$100,000. to be retained by the Association to meet its own obligations. This by-law known as By-law No. 6 on motion of F. Crawford, seconded by L. Bowman, was given the necessary number of readings and finally passed.

Moved by A. Marentette, seconded by L. Bowman, that the Committee appointed to confer with Mr. Rodd be empowered to allot bonds to the best bidder. Carried.

Moved by J. Oxley, seconded by W. B. Clifford, that meeting stand adjourned till 18th of January, 1929, at 3 o'clock. Carried.

The following memorandum was read and ordered to be inserted in the minutes:

We, the members of the above mentioned Association hereby consent to this meeting being held at the above time and place, and we do hereby waive notice of this meeting and consent to the transaction of such business as may have come before it, as testified by our signatures hereto.

(Sgd) E. B. Winter
J. E. Ferrari
J. G. Hennin
W. B. Clifford
Fred Crawford
James Oxley
L. Bowman
Anthony Marentette

The meeting adjourned at 4.05 p.m.

(Sgd) E. B. Winter - Chairman
H. E. Brian - Secretary

Meeting held in City Hall, Windsor, January 18th,
pursuant to adjournment from January 10th, 1929.

Present: Messrs. Winter, Smith, Crawford, Oxley, Bowman,
Clifford and Hennin.

Consideration was given to a by-law to rescind by-law
No. 5.

On motion of L. Bowman, seconded by W. B. Clifford,
was given the required number of readings and passed and numbered 7.

By-law No. 8 to authorize the issue of \$1,000,000. worth
of bonds at 6% dated Feb. 1st, 1929, was introduced and passed on
motion of W. B. Clifford and seconded by F. Crawford.

The following resolution was passed: "That H. B.
Kennedy, investment brokers, Toronto, Ontario having made a bid
at par for the bonds of this Association, bearing interest at the
rate of six per cent per annum, it is moved by Mr. L. Bowman,
seconded by Mr. F. Crawford, that the said bid and the same is
hereby accepted by this Association conditioned upon the prompt
carrying out of the purchase."

By-law No. 9 a by-law to authorize the issue by this
Association on the covering bond for \$1,000,000. in order to
enable the Trust Company to issue certificates to the purchasers
of the bonds pending the printing or lithographing of the separate
or individual bonds was considered and on motion by J. Hennin and
L. Bowman, was given the required number of readings and was passed.

It was moved by Mr. J. Hennin, seconded by Mr. J. Oxley
that the Vice Chairman and the Secretary be and they are hereby
authorized to proceed with the printing of the debentures of
the various Municipalities the cost of same to be borne by this
Association. Carried.

The following memorandum was read and ordered to be
inserted in the minutes:

We, the members of the above mentioned Association,
hereby consent to this meeting being held at the above time
and place, and we do hereby waive notice of this meeting and
consent to the transaction of such business as may have come
before it, as testified by our signatures hereto.

(Sgd)

E. B. Winter
J. E. Ferrari
J. G. Hennin
W. B. Clifford
Fred Crawford
James Oxley
L. Bowman
Anthony Marentette

The meeting then adjourned.

(Sgd)

E. B. Winter
Chairman
M. E. Brian

Regular meeting held on February 7th, 1929.

Present: Messrs. Winter, Clifford, Crawford, Smith and Bowman.

Minutes of past regular and special meetings were read and adopted.

Mr. Winter reports on sale on bonds; no market being found for same at a satisfactory price.

A letter was received from Kennedy refusing to take bonds, which was filed.

Moved by Clifford, seconded by Smith, that the Secretary be instructed to advertise for tenders for \$1,000,000 bonds on a $5\frac{1}{2}\%$ $5\frac{3}{4}\%$ and 6% basis in the Financial Post. Carried.

The Secretary was instructed to arrange meetings with the Town of Essex.

The following memorandum was read and ordered to be inserted in the minutes:

We, the members of the above mentioned Association, hereby consent to this meeting being held at the above time and place, and we do hereby waive notice of this meeting and consent to the transaction of such business as may have come before it, as testified by our signatures hereto.

(Sgd) E. B. Winter
J. E. Ferrari
J. G. Hennin

W. B. Clifford
Fred Crawford
James Oxley
L. Bowman
Ralph Roberts
Anthony A. Marentette

The meeting then adjourned till 21st February 1929.

(Sgd)

E. B. Winter
Chairman

M. E. Brian
Secretary.

Meeting held pursuant to adjournment from April 4th on Tuesday the 9th day of April, 1929.

Present: Messrs. Winter, Clifford, Hennin, Roberts, Oxley, Ferrari, Crawford.

Called to order at 3.15 p.m. Mr. Winter in the Chair.

Minutes of previous meeting read and adopted.

Mr. Roberts the Mayor of Essex presented credentials as new representative for the Town of Essex, was welcome to the Association by the Chairman and in a few well chosen words, promised co-operation and every assistance in an endeavor to make the Railway a success.

Mr. Rodd was called upon and gave a resume of what had been done so far in the acquisition of the road and again stressed the necessity of the sale of the bonds.

After considerable discussion the following resolution was passed: Moved by J. Oxley, seconded by W. B. Clifford, that the Solicitor be instructed to ask the township of Sandwich West to proceed to issue and deposit with the Association the debentures provided for in the Special Act incorporating the Association and the agreement schedule "A" thereto and in default of immediate action to that end on the part of said Township, the Solicitor be authorized to take the necessary proceedings to enforce performance. Carried unanimously.

Mr. Robertson, General Superintendent of the Hydro-Electric Railway, was present and answered questions and gave information as to just when and how the Hydro-Electric Power Commission were ready to proceed with the reconstruction of the road.

The following memorandum was read and ordered to be inserted in the minutes:

We, the members of the above mentioned Association, hereby consent to this meeting being held at the above time and place, and we do hereby waive notice of this meeting and consent to the transaction of such business as may have come before it, as testified by our signatures hereto.

(Sgd)	E. B. Winter	J. E. Ferrari
	J. G. Hennin	W. B. Clifford
	James Oxley	L. Bowman
	Ralph Roberts	Anthony A. Marentette

The meeting adjourned at 5.40 p.m.

(Sgd)	E. B. Winter
	Chairman
	H. E. Brian
	Secretary.

Special meeting was called pursuant to notice at the request of the Chairman, in the City Hall, Windsor, April 22, 1929.

Present: Messrs. Winter, Chairman; Ferrari, Roberts, Clifford Crawford, Hennin, Bowman.

The meeting was called primarily to approve of selling bonds to the Canadian Bank of Commerce.

Mr. Rodd explained the nature of the sale of bonds and the following resolution was passed upon motion of W. Roberts, seconded by F. Ferrari, that this Association confirms the sale of the Association (\$1,000,000.00) to the Canadian Bank of Commerce, at the rate of Ninety-eight cents on the dollar, and that the proceeds of the said sale so far as the principal amount is concerned shall be paid out by the Bank as follows:

1. Two hundred and ninety-six thousand dollars (\$296,000.00) to the Association for the purpose of paying the purchase price of the Windsor, Essex and Lake Shore Rapid Railway.

2. The balance of the proceeds of the principal amount shall be paid on demand of the Hydro Electric Power Commission of Ontario as the work of re-habilitation of the said Railway is proceeded with and as the Commission may require to carry out and fulfil the obligations created under the Special Act of 1928, creating this Association and the amendments to the said Act made by the Legislature of the Province of Ontario at its last session.

3. The amount realized upon such sale by way of interest shall be paid on demand to this Association to be used for the purpose of meeting, so far as may be, the interest charges falling due on the said bonds.

Dated this 22nd day of April A.D. 1929, Carried unanimously.

It was intimated the Hydro Electric Power Commission would be willing to take over the operation of the road pending final adjustments.

It was moved by W. Clifford, seconded by F. Crawford, that the bonds of the Association having now been sold to the Canadian Bank of Commerce, and the money for the purchase thereof being made available for the purposes of the association, and the Association having by resolution directed the said Bank to pay out to the Hydro Electric Power Commission of Ontario so much of the proceeds of the said Bonds for principal thereof which exceeds the sum of Two hundred and ninety-six thousand (\$296,000.00) dollars to be used for the purchase of the Railway, upon the Order of the said Commission as the work of re-habilitation is proceeded with and as the Commission may require to carry out and fulfil the obligations created under the Special Act of 1928 creating this Association and the amendments to the said Act made by the Legislature of the Province of Ontario at its last Session, therefore this Association requests the Hydro Electric Power Commission of Ontario to assume control of the said Railway and to commence the rehabili-

thereof and its operation, notwithstanding that all the preliminaries in connection with the said sale of Bonds and the formal acquisition of the road have not been completely complied with upon the assurance of this Association that such preliminaries will be proceeded forthwith, and that a copy of this resolution be forwarded to the said Hydro Electric Power Commission of Ontario, and to the Canadian Bank of Commerce.

Dated this 22nd day of April, A.D. 1929, Carried unanimously.

Moved by Ferrari, seconded by Roberts, that this Association offer two prizes, one of \$25.00 and one of \$15.00 for the best suggestion for a new name for the Railway, not more than three names to be suggested by one person, the competition to be limited to those persons living in the Municipalities which are members of the Association, the name to be suggestive of the district, its climate, scenery of other characteristics through which the Railway passes, the Secretary to advertise in the "Leamington Post and News" "Kingsville Reporter", the "Essex Free Press" and "The Border Cities Star"; competition to close at noon of Thursday, the 2nd of May, 1929. Carried unanimously.

Moved by Hennin, seconded by Roberts, that the Hydro Electric Power Commission of Ontario be requested to carry on the banking business connected with the operation of the Railway with the local branch of the Canadian Bank of Commerce at Windsor, and that all the proceeds connected therewith be deposited with said local branch. Carried.

The following memorandum was read and ordered to be inserted in the minutes:

We, the members of the above mentioned Association, hereby consent to this meeting being held at the above time and place, and we do hereby waive notice of this meeting and consent to the transaction of such business as may have come before it, as testified by our signatures hereto.

(Sgd)

E. B. Winter
J. E. Ferrari
J. G. Hennin
W. B. Clifford
Fred Crawford
James Oxley
L. Bowman
Ralph Roberts
Anthony A. Marentette

Meeting adjourned at 4.10 p.m.

(Sgd)

E. B. Winter
Chairman
M. E. Brian
Secretary

SPECIAL MEETING called pursuant to Notice
at the request of the Chairman, in the
City Hall, Windsor, June 21st, 1929

Present -

Messrs. Winter, Chairman; Crawford, Roberts, Bowman
Hennin, Oxley, Marentette, Ferrari and Clifford.

Meeting called to order at 4 o'clock p.m.
Mr. Winter in the Chair. Minutes of the previous meeting were
read and adopted.

Consideration was given to a By-law to repeal By-laws
Nos. 6 and 8. On motion of Mr. Crawford, seconded by Mr. Roberts
and unanimously carried, By-law #10, which enacts that By-laws
Nos. 6 and 8 be repealed, was given the required number of read-
ings and finally enacted and passed as By-law No. 10. The
following resolution was passed:

"WHEREAS H. B. Kennedy & Company made an offer for
the purchase of the bonds of the Association, which
offer was accepted by a resolution of the Association
passed on the 18th day of January 1929

AND WHEREAS the said offer was subsequently filed
by H. B. Kennedy & Company withdrawing the said offer.

MOVED by Mr. Clifford, seconded by Mr. Bowman that
the motion passed by the Association on the 18th day
of January, accepting the offer made by H. B. Kennedy
& Company to purchase the bonds of the Association
be and the same is hereby rescinded."

Consideration was given to a By-law approving and
authorizing the execution of an amending agreement and upon
motion of Mr. Marentette, seconded by Mr. Hennin and unanimously
carried, a by-law was given the required number of readings and
enacted as By-law #11 authorizing and confirming an amending
agreement between the Windsor, Essex and Lake Shore Electric
Railway Association, therein called the "Association", and the
Corporations of the Township of Sandwich West, Township of Sandwich
East, Township of Sandwich South, Township of Gosfield North, Town-
ship of Gosfield South, Town of Essex, Town of Kingsville, Town of
Leamington and City of Windsor, therein called the "Corporations",
and authorizing the Chairman and Secretary to execute said amending
agreement under the seal of the Association.

Consideration was given to a By-law to authorize the
creation and issue of Bonds of the Association to the principal
amount of \$1,000,000.00 in the first instance to cover the capital
cost of extensions, improvements, etc. for use in connection with
the railway, and upon motion of Mr. Bowman, seconded by Mr. Ferrari
and unanimously carried the said By-law creating the issue herein-
before referred to was given the required number of readings and
enacted as By-law No. 12.

Consideration was given to a By-law to provide for the issue of debentures of the Association to the principal amount of \$200,000.00 for working capital. Upon motion of Mr. Roberts, seconded by Mr. Bowman and unanimously carried, said By-law was given the required number of readings and enacted as By-law No. 13.

Consideration was given to a By-law ratifying and confirming the agreement made between the Committee of the Association and The Canadian Bank of Commerce, dated April 18, 1929 for the sale of \$1,000,000.00 of bonds of the Association to the Bank at the price of ninety-eight cents on the dollar. Upon motion of Mr. Marentette, seconded by Mr. Hennin and unanimously carried the said By-law was enacted as By-law #14.

The consideration of the revised Mortgage Deed of Trust was postponed until another meeting of the Association. The consideration of the By-law authorizing the execution of the Mortgage Deed of Trust was deferred until another meeting.

Consideration was given to a By-law amending By-law #1 of the Association, whereby the words "Secretary-Treasurer" of the said By-law are amended by substituting for the words "Secretary Treasurer" the words "Secretary and Treasurer", and upon motion by Mr. Ferrari, seconded by Mr. Bowman and unanimously carried, said By-law was enacted as By-law #15.

The following memorandum was read and ordered to be inserted in the minutes:

We, the members of the above mentioned Association, hereby consent to this meeting being held at the above time and place and we do hereby waive notice of this meeting and consent to the transaction of such business as may have come before it, as testified by our signatures hereto.

(Sgd)

E. B. Winter
J. E. Ferrari
J. G. Hennin
W. B. Clifford
Fred Crawford
James Oxley
L. Bowman
Ralph Roberts
Anthony A. Marentette

The meeting then adjourned.

(Sgd)

E. B. Winter
Chairman
M. E. Brian
Secretary

SPECIAL MEETING of Windsor, Essex and Lake Shore Electric Railway Association held in the City Hall, Windsor, on August 14th, 1929 pursuant to notice, at the hour of eight o'clock in the evening

Present: Messrs. Winter, Chairman; Clifford, Oxley, Bowman, Crawford, Hennin and Roberts.

Consideration was given to a by-law authorizing the creation and issue of Bonds of the Association to the aggregate principal amount of One million dollars (\$1,000,000.00), and setting out the terms and conditions of the said bonds and appointing a trustee, namely the Guaranty Trust Company of Canada, Trustee for the holders of the said Bonds under a Mortgage Deed of Trust and approving the Mortgage Deed of Trust. Upon motion of Mr. Hennin seconded by Mr. Crawford, and unanimously carried the said by-law was given the required number of readings and enacted as By-law No. 16 of the Association.

Consideration was given to a by-law authorizing the Association to borrow \$60,000.00 to meet interest on Bonds due February 1st and August 1st, 1930. Upon motion of Mr. Bowman seconded by Mr. Clifford and unanimously carried said By-law was given the required number of readings and enacted as By-law No. 17 of the Association.

A Prospectus required to be filed under the Ontario Companies Act in the Office of the Provincial Secretary was presented to the meeting.

Upon motion of Mr. Oxley, seconded by Mr. Clifford, the Prospectus was approved and the Solicitor of the Association was authorized to file the same in the office of the Provincial Secretary, Parliament Buildings, Toronto.

The following resolution was moved by Mr. Hennin, seconded by Mr. Roberts and unanimously carried:-

"WHEREAS under the authority of The Windsor, Essex and Lake Shore Rapid Railway Act, 1929, and the Agreement between this Association and The Hydro-Electric Power Commission of Ontario which appears as Schedule "B" to the said Act, this Association may by resolution authorize and approve plans and specifications furnished by the Commission for rehabilitation, construction, equipment, extensions, improvements or additional works or equipment of any kind, in connection with the Windsor, Essex and Lake Shore Rapid Railway;

AND WHEREAS the said Commission has submitted to the Association, plans and specifications for such purposes;

NOW THEREFORE BE IT RESOLVED that this Association do hereby authorize and approve the said plans and specifications furnished by The Hydro-Electric Power Commission of Ontario"

The following resolution was moved by Mr. Clifford, seconded by Mr. Oxley and unanimously carried:-

"WHEREAS by the Windsor, Essex and Lake Shore Rapid Railway Act, 1929, this Association is authorized and required to issue Debentures of the Association to the principal amount of Two hundred thousand dollars (\$200,000.00) and to deliver to the Hydro Electric Power Commission of Ontario debentures of the said issue to the principal amount of One hundred thousand dollars (\$100,000.00)

AND WHEREAS by By-law No. 13 enacted and passed on the 21st day of June, 1929 by the Windsor, Essex and Lake Shore Electric Railway Association, Debentures to the principal amount of Two hundred thousand dollars (\$200,000.00) were issued as authorized by the said Act;

NOW THEREFORE be it resolved that this Association do deliver to the Hydro Electric Power Commission of Ontario Debentures of the said issue to the principal amount of One hundred thousand dollars (\$100,000.00) in accordance with Sub-section 1, of Section 5 of the Windsor, Essex and Lake Shore Rapid Railway Act, 1929, being Chapter 56, Statutes of Ontario, 1929."

The following resolution was moved by Mr. Clifford, seconded by Mr. Bowman and unanimously carried:-

"WHEREAS nine Municipal Corporations in the County of Essex have entered into agreement with the Association in the form set out as Schedule "A" to The Windsor, Essex and Lake Shore Rapid Railway Act, 1928 namely:- the nine Municipal Corporations mentioned in Schedule "B" to the said Agreement;

AND WHEREAS the said Municipal Corporation have issued and deposited with the Association their debentures as specified in the said Schedule "B" to the aggregate amount of One million one hundred thousand dollars (\$1,100,000.00);

AND WHEREAS the Association as authorized by the said Act and pursuant to the said Agreement has issued its Bonds to the aggregate amount of One Million dollars (\$1,000,000.00) and the Canadian Bank of Commerce is willing to buy the said Bonds of the Association at the rate of ninety-eight cents (98¢) on the dollar;

AND WHEREAS by By-law No. 14 of this Association the sale to the Canadian Bank of Commerce of the said Bonds of the Association to the aggregate par value of One million dollars for the price or sum of Nine hundred and eighty thousand dollars (\$980,000.00) was ratified and confirmed;

NOW THEREFORE BE IT RESOLVED that this Association do authorize and direct that out of the proceeds of the said sale, namely Nine hundred and eighty thousand dollars (\$980,000.00) there be paid out by the said Bank the following

1. The sum of Two hundred and ninety-one thousand dollars (\$291,000.00) be paid to the Union Trust Company, Limited, Trustee for the Vendors of the Windsor, Essex and Lake Shore Rapid Railway under the Agreement with the Association dated 20th June, 1928, for the purchase of the said Railway by the Association, being the purchase price of Two hundred and ninety-six thousand dollars (\$296,000.00) under the said Agreement less the sum of Five thousand dollars (\$5,000.00) for the costs and expenses incurred by the Association which are to be paid by the Vendors as provided in Clause 6 of the said Agreement;

2. The sum of Six hundred and eighty-four thousand dollars (\$684,000.00), being the balance of the principal amount of the proceeds from the said sale to be paid to The Hydro-Electric Power Commission of Ontario.

3. All interest allowed by said Bank on the Six hundred and eighty-four thousand dollars (\$684,000.00), or such part thereof as remains from time to time in the special account of the Hydro-Electric Power Commission of Ontario in the Canadian Bank of Commerce, shall be paid to this Association in accordance with the agreement between the Hydro-Electric Power Commission of Ontario and this Association and the Canadian Bank of Commerce."

Consideration was given to a by-law authorizing the Association to borrow from the Canadian Bank of Commerce the sum of Sixty thousand dollars (\$60,000.00) to meet interest which would fall due on the first days of February and August 1930, on the One million dollars worth of bonds.

Upon motion of Mr. Bowman, seconded by Mr. Clifford, and unanimously carried, said By-law was enacted as By-law No. 17 of the Association.

The following resolution was moved by Mr. Crawford, seconded by Mr. Oxley and unanimously carried:

"WHEREAS the bonds of the Association to the par value of One million dollars (\$1,000,000.00) have been sold to the Canadian Bank of Commerce for the sum of Nine hundred and eighty thousand dollars (\$980,000.00) being at the rate of Ninety-eight cents (98¢) on the dollar, and the said bonds are about to be delivered to the said Bank, and the said proceeds of Nine hundred and eighty thousand dollars (\$980,000.00) will be available;

"AND WHEREAS the purchase price of Two hundred and ninety-six thousand dollars (\$296,000.00) for the Windsor, Essex and Lake Shore Rapid Railway is about to be paid by the Association to the Vendors and the Association will then have possession and ownership of the said Railway free from encumbrances;

"AND WHEREAS the Association has by Resolution directed the said Bank to pay out to The Hydro-Electric Power Commission of Ontario the sum of Six hundred and eighty-four thousand dollars (\$684,000.00) being the balance of proceeds of principal amount

from the sale of the said Bonds after paying the said purchase price;

"AND WHEREAS the Association has issued its Debentures for the additional sum of Two hundred thousand dollars (\$200,000.00) for working expenditure of the Railway and other purposes as authorized by The Windsor, Essex and Lake Shore Rapid Railway Act, 1929;

"NOW THEREFORE this Association authorizes delivery to The Hydro-Electric Power Commission of Ontario of its Debentures to the amount of One hundred thousand dollars (\$100,000.00) out of the said additional Debentures and requests the said Commission to commence its work under the agreement between the Association and the said Commission dated the 3rd day of January, A.D. 1929, which agreement is confirmed by The Windsor, Essex and Lake Shore Rapid Railway Act, 1929, and directs that a copy of this Resolution be forwarded to the said Commission and also a copy to the said Bank."

The following resolution was moved by Mr. Clifford, seconded by Mr. Roberts, and unanimously carried:-

"WHEREAS by the Windsor, Essex and Lake Shore Railway Act, 1929, all expenses incurred in and incidental to the creation, and organization of the Association to such an amount as shall be approved by the Commission, may be paid by the Commission as part of the capital expenditure for the acquisition and rehabilitation of the Railway:

"AND WHEREAS all other expenses of the administration of the Association and all gratuities, salaries and other remuneration of the members and officers of the Association shall, subject to the approval of the Commission, be payable as part of the working expenditure of the Railway;

"NOW THEREFORE be it resolved that this Association do hereby authorize the Hydro Electric Power Commission of Ontario to pay out of the proceeds of Six hundred and eighty-four thousand dollars (\$684,000.00) paid to the Commission, all legal fees and disbursements of Rodd, Wigle, Whiteside & Jaspersen, and Long & Daly."

The following memorandum was read and ordered to be inserted in the minutes:

We, the members of the above mentioned Association hereby consent to this meeting being held at the above time and place, and we do hereby waive notice of this meeting and consent to the transaction of such business as may have come before it as testified by our signatures.

(Sgd)

E. B. Winter
J. G. Hennin
Fred Crawford
L. Bowman
Anthony A. Marentette

J. E. Ferrari
E. B. Clifford
James Oxley
Ralph Roberts

The meeting then adjourned

(Sgd) E. B. Winter - Chairman

M. E. Brian - Secretary

SPECIAL MEETING of Windsor, Essex and Lake Shore Electric Railway Association held in the office of the Guaranty Trust Company, Metropolitan Building, Windsor, on Sept. 3, 1929, pursuant to notice, at the hour of ten o'clock in the forenoon.

Present: Messrs. Winter, Chairman; Clifford, Oxley, Bowman, Crawford, Hennin, Roberts, and Ferrari.

The meeting was called to order at 10:15. Mr. Winter in the Chair. Minutes of the meeting of August 14th were read and adopted.

Consideration was given to a By-law to repeal By-laws Nos. 13 and 17. On motion of Mr. Ferrari, seconded by Mr. Crawford and unanimously carried a By-law which enacts that By-laws Nos. 13 and 17 be repealed was given the required number of readings and finally enacted and passed as By-law No. 18.

On motion of Mr. Hennin seconded by Mr. Bowman and unanimously carried, the resolutions passed the fourteenth day of August, 1929,

- (1) approving plans and specifications of Hydro Commission,
 - (2) Authorizing delivery of One hundred thousand debentures to Hydro Commission,
 - (3) Authorizing Bank as to payment of proceeds of sale of bonds, and
 - (4) Authorizing Hydro to commence work under contract;
- were repealed.

Consideration was given to a By-law to provide for the issue of debentures of the Association to the principal amount of \$200,000.00 for working capital in accordance with the requirement of the Hydro-Electric Power Commission of Ontario, and upon motion of Mr. Bowman, seconded by Mr. Hennin and unanimously carried, said By-law was given the required number of readings and enacted as By-law No. 19.

Consideration was given to a By-law authorizing the Association to borrow from The Canadian Bank of Commerce the sum of \$60,000.00 to meet interest on the \$1,000,000.00 worth of bonds due on February 1st and August 1st, 1930, and to authorize the Chairman and Treasurer of the Association to pledge and hypothecate such amount up to \$100,000.00 of the working capital debentures issued by the Association as may be required. Upon motion of Mr. Ferrari, seconded by Mr. Oxley and unanimously carried said by-law was given the required number of readings and enacted as By-law No. 20 of the Association

The following resolution was moved by Mr. Hennin, seconded by Mr. Ferrari and unanimously carried:-

"WHEREAS by the Windsor, Essex and Lake Shore Rapid Railway Act, 1929, this Association is authorized and required to issue debentures of the Association to the principal amount of Two hundred thousand dollars (\$200,000.00) and to deliver to The Hydro-Electric Power Commission of Ontario debentures of the said issue to the principal amount of One hundred thousand dollars (\$100,000.00);

"NOW THEREFORE BE IT RESOLVED that this Association do issue debentures of the Association to the principal amount of two hundred thousand dollars (\$200,000.00) as authorized by the said Act and do deliver to The Hydro-Electric Power Commission of Ontario, debentures of the said issue to the principal amount of One hundred thousand dollars (\$100,000.00)."

The following resolution was moved by Mr. Roberts, seconded by Mr. Bowman and unanimously carried:-

"WHEREAS under the authority of The Windsor, Essex and Lake Shore Rapid Railway Act, 1929, and the Agreement between this Association and The Hydro-Electric Power Commission of Ontario which appears as Schedule "B" to the said Act, this Association may by Resolution authorize and approve plans and specifications furnished by the Commission for rehabilitation, construction, equipment, extensions, improvements or additional works or equipment of any kind, in connection with the Windsor, Essex and Lake Shore Rapid Railway:

AND WHEREAS the said Commission has submitted to the Association, plans and specifications for such purposes:

NOW THEREFORE BE IT RESOLVED that this Association do hereby authorize and approve the said plans and specifications furnished by The Hydro-Electric Power Commission of Ontario."

The following resolution was moved by Mr. Clifford seconded by Mr. Hennin and unanimously carried -

"WHEREAS nine Municipal Corporations in the County of Essex have entered into agreement with the Association in the form set out as Schedule "A" to The Windsor, Essex and Lake Shore Rapid Railway Act, 1928, namely - the nine Municipal Corporations mentioned in Schedule "B" to the said Agreement:

AND WHEREAS the said Municipal Corporations have issued and deposited with the Association their debentures as specified in the said Schedule "B" to the aggregate amount of One million one hundred thousand dollars (\$1,100,000.00):

AND WHEREAS the Association as authorized by the said Act and pursuant to the said Agreement has issued its Bonds to the aggregate amount of One million dollars (\$1,000,000.00) and the Canadian Bank of Commerce is willing

to buy the said Bonds of the Association at the rate of Ninety-eight cents (98¢) on the dollar:

NOW THEREFORE BE IT RESOLVED that this Association do authorize and confirm the sale to the Canadian Bank of Commerce of the said Bonds of the Association to the aggregate par value of One million dollars (\$1,000,000.00) for the price or sum of Nine hundred and eighty thousand dollars (\$980,000.00) and do authorize and direct that out of the proceeds of the said sale there be paid out by the said Bank the following:-

1. The sum of two hundred and ninety-six thousand dollars (\$296,000.00) to be paid to The Union Trust Company Limited, Trustee for the vendors of the Windsor, Essex and Lake Shore Rapid Railway under the Agreement with the Association, dated 20th June, 1928 for the purchase of the said Railway by the Association.

2. The sum of Six hundred and eighty-four thousand dollars (\$684,000.00), being the balance of the principal amount of the proceeds from the said sale to be paid to the Hydro-Electric Power Commission of Ontario for the purposes set forth in the Windsor, Essex and Lake Shore Rapid Railway Acts 1928 and 1929."

The following resolution was moved by Mr. Clifford, seconded by Mr. Ferrari, and unanimously carried:-

"WHEREAS the Bonds of the Association to the par value of One million dollars (\$1,000,000.00) have been sold to the Canadian Bank of Commerce for the sum of Nine hundred and eighty thousand dollars (\$980,000.00) being at the rate of Ninety-eight cents (98¢) on the dollar, and the said Bonds have been delivered to the said Bank and the said proceeds of Nine hundred and eighty thousand dollars (\$980,000.00) are now available:

AND WHEREAS the purchase price of Two hundred and ninety-six thousand dollars (\$296,000.00) for the Windsor, Essex and Lake Shore Rapid Railway has been directed to be paid by the Association to the Union Trust Company, Limited Trustee for the vendors of the said Railway by resolution of the Association:

AND WHEREAS the Association has by Resolution directed the said Bank to pay out to The Hydro-Electric Power Commission of Ontario the sum of Six hundred and eighty-four thousand dollars (\$684,000.00) being the balance of proceeds of principal amount from the sale of the said Bonds after paying the said purchase price:

AND WHEREAS the Association has issued Debentures for the additional sum of Two hundred thousand dollars

(£200,000.00) for working expenditure of the Railway and other purposes as authorized by The Windsor, Essex and Lake Shore Rapid Railway Act, 1929:

NOW THEREFORE this Association authorizes delivery to The Hydro-Electric Power Commission of Ontario of its Debentures to the amount of One hundred thousand dollars (\$100,000.00) out of the said additional Debentures and requests the said Commission to commence its work under the Agreement between the Association and the said Commission dated the 3rd day of January A.D. 1929, which Agreement is confirmed by The Windsor, Essex and Lake Shore Rapid Railway Act, 1929, and directs that a copy of this Resolution be forwarded to the said Commission and also a copy to the said Bank."

The following resolution was moved by Mr. Roberts seconded by Mr. Hennin and unanimously carried:-

"IT WAS RESOLVED that Guaranty Trust Company of Canada be and it is hereby authorized and requested to deliver One million dollars (\$1,000,000) in principal amount of First Mortgage Six per cent Sinking Fund Gold Bonds Series "A" of the Association issued under Mortgage Deed of Trust dated 1st February, 1929 to The Canadian Bank of Commerce, and that a certified copy of this resolution be delivered to the said Trust Company as full authority for such delivery."

The following memorandum was read and ordered to be inserted in the minutes:

We, the members of the above mentioned Association hereby consent to this meeting being held at the above time and place, and we do hereby waive notice of this meeting and consent to the transaction of such business as may have come before it as testified by our signatures.

(Sgd)

E. B. Winter
J. E. Ferrari
J. G. Hennin
W. B. Clifford
Fred Crawford
James Oxley
L. Bowman
Ralph Roberts
Anthony A. Marentette

The meeting then adjourned.

(Sgd)

E. B. Winter
Chairman

M. E. Brian
Secretary

MINUTES of a Meeting of the WINDSOR ESSEX AND LAKE SHORE RAILWAY ASSOCIATION, held on May 9th, 1930, at the office of the Mutual Finance Corporation, in the City of Windsor, Ontario.

The Meeting was called to order at four o'clock p.m.

There were present: Messrs. Clifford, Bowman, Oxley, Ferrari and Crawford.

Mr. Clifford, Vice Chairman, was Chairman of the meeting.

Consideration was given to a By-law providing for the issue of Debentures to the principal amount of One hundred thousand dollars (\$100,000.00)

Upon Motion of Mr. Ferrari, seconded by Mr. Bowman, and unanimously carried, the said By-law was given the required number of readings and enacted as By-law No. 21.

The following resolution was moved by Mr. Ferrari, seconded by Mr. Oxley, and unanimously carried:-

WHEREAS the Association has issued debentures to the principal amount of \$100,000., such debentures to bear date the first day of May 1930 and mature the first day of May, 1935, and to carry interest at the rate of six percent per annum payable half-yearly on the first days of May and November in each year and payable as to both principal and interest in gold coin of lawful money of Canada at the principal office of the Canadian Bank of Commerce in any of the cities of Windsor, Toronto, Montreal, Winnipeg or Vancouver in the Dominion of Canada at holder's option under By-law No. 21 of the Association;

NOW THEREFORE this Association authorizes delivery to the Hydro Electric Power Commission of Ontario of the said debentures to the amount of \$100,000.00.

MOVED by Mr. Ferrari, seconded by Mr. Oxley, that the Chairman and Secretary be authorized to issue cheques in payment of services to the following members in the following amounts, and that the same be charged to the amount of the Windsor, Essex and Lake Shore Railway Association:

E. B. Winter	\$500.00
M. E. Brian	500.00
W. B. Clifford	300.00
James Oxley	300.00
Fred Ferrari	300.00
J. G. Hennin	300.00
A. A. Marentette	300.00
L. Bowman	300.00
F. Crawford	300.00
R. Roberts	}
W. Smith	
	300.00

The following memorandum was read and ordered to be inserted in the minutes:

We, the members of the above mentioned Association, hereby consent to this meeting being held at the above time and place, and we do hereby waive notice of this meeting and consent to the transaction of such business as may have come before it as testified by our signatures hereto.

The meeting then adjourned.

(Sgd) E. B. Winter
Chairman
M. E. Brian
Secretary

MEETING of the Windsor, Essex and Lake Shore Electric Railway Association, held the 4th day of September, 1930, at the office of the Guaranty Trust Company of Canada.

Present: E. B. Winter, F. Crawford, W. B. Clifford, James Oxley and Ralph Roberts.

Minutes of previous meeting read and adopted.

Moved by W. B. Clifford, seconded by F. Crawford, that this Association proceed with track work on Arthur Street from Windsor Avenue to McDougall Street, provided the City of Windsor pay \$9,000.00 of the cost of this work. Carried.

With reference to the communication of Gosfield North, it was decided that this be referred to Mr. W. E. Robertson for action.

Accounts were passed as follows:

J. F. Whyte, stationery -	\$ 7.50
Essex Stamp Company, stamp -	1.46

Meeting adjourned.

(Sgd) M. E. Brian
Secretary

Special Meeting of the Windsor, Essex and Lake Shore Electric Railway Association held on Thursday, the 18th day of December, 1930.

Meeting called to order at 4.00 p.m. Those present were E. B. Winter, in the Chair, Messrs. Ferrari, Oxley, Crawford, Clifford, Bowman, Marentette and Roberts.

Minutes of meeting of September 4th, 1930, were read and adopted.

Accounts were presented as follows:-

Mrs. Macquarrie, Stenographer	\$ 5.00
Guaranty Trust Co. Fees for 1930	500.00

On motion of Messrs. Clifford and Bowman, these accounts were passed for payment and referred to the Hydro-Electric Power Commission for approval.

The question of the debentures issued as collateral for a loan of \$60,000.00 to meet the first year's interest came up for discussion and the following resolution, moved by Mr. Clifford and seconded by Mr. Oxley, and carried unanimously, was passed.

WHEREAS, there has been issued \$100,000.00 worth of debentures of the Windsor, Essex and Lake Shore Electric Railway Association and lodged with the Canadian Bank of Commerce to cover Demand Note of \$60,000.00, one year's interest on \$1,000,000.00 worth of bonds of the Windsor, Essex and Lake Shore Electric Railway Association,

AND WHEREAS, the Canadian Bank of Commerce wishes the payment of said note, and whereas informal discussion with executives of the Hydro-Electric Power Commission of Ontario with reference to the matter have been held, it was moved by Mr. Clifford, seconded by Mr. Oxley, that the Hydro-Electric Power Commission be requested to take over the \$100,000.00 worth of debentures now deposited with the Canadian Bank of Commerce and satisfy the loan of \$60,000.00, and that the Association turn over all monies in hand, or due them, to the Hydro-Electric Power Commission.

Minutes of Meeting December 18th, 1930.

And that in future payment of all accounts of this Association be paid by the Hydro-Electric Power Commission after being passed by the Association and properly O K d by said Hydro-Electric Power Commission.

Meeting adjourned.

Secretary.

Special Meeting of the Windsor, Essex & Lake Shore Electric Railway Association held on the 21st day of May 1931, at the hour of 4 o'clock p.m. in the office of the Guaranty Trust Co.

Mr. Winters in the Chair. Messrs. Rogers, Oxley, Crawford, Bowman, Hennin and Roberts were present.

Minutes of the last meeting read and adopted on motion of Mr. Bowman, seconded by Hennin.

Communications were read and disposition made of same as noted.-

1. Various letters re tracks on Howard and Aylmer Avenue. Mr. Robertson reports that tracks have been repaired.
2. Township Clerk, Sandwich East:- re appointment of Ernest Morand to fill vacancy - filed.
3. Township Clerk of Gosfield South, re appointment of Russel Rogers to fill vacancy - filed.
4. H.E.P.C. re end of Association's financial year. Moved by Mr. Hennin and seconded by Ralph Roberts that Association's financial year be closed as of October 31st in each year.
5. H.E.P.C. re:- \$100,000 worth of debentures issued under Section 7 in hands of Hydro Commission, the following resolution was passed:- Moved by Roberts, seconded by Hennin.

"Whereas the Association has heretofore issued debentures under Section 7 of the Windsor, Essex and Lake Shore Rapid Railway Act 1929, to the principal amount of \$100,000.00 bearing date the 1st day of May 1930, and maturing the 1st day of May 1935, and bearing interest at 6 percent per annum;

And Whereas the Association is empowered under the said Act to sell the said debentures, and to pay over the proceeds thereof to the Hydro-Electric Power Commission of Ontario.

And Whereas the Canadian Bank of Commerce has submitted a bid bearing date May 2, 1931 whereby the said Bank is willing to purchase the said debentures at the price of \$100.03 plus accrued interest to the date of delivery;

And it appearing that the offer of the said Bank is acceptable to the Hydro-Electric Power Commission of Ontario and to the Association;

NOW THEREFORE BE IT RESOLVED:

1. That the said bid by the Canadian Bank of Commerce to purchase the said debentures to the principal amount of \$100,000.00 at the price of \$100.03, plus accrued interest to the date of delivery be and the same is hereby accepted.
3. That the Secretary be and he is hereby directed to write a letter to the said Bank on behalf of the Association accepting the said bid, and that the said

Secretary do forward to the said Bank a certified copy of this Resolution.

3. That as and when the sum representing the purchase price of the said debentures is received by the Association, the Treasurer be and he is hereby authorized to pay over the proceeds thereof to the Hydro-Electric Power Commission of Ontario."

Carried unanimously.

The Secretary drew the attention of the Association to the reports and communications of the H.E.P.C. with reference to assessments for deficits.

After reports of various efforts made by the Chairman in an endeavor to reach some financial arrangement which may lighten the assessment, it was moved by Russell Rogers, seconded by R. Roberts that a detailed monthly report be sent every member showing revenue, operating expenses, profits or losses, up to the 1st of March 1931. This was carried unanimously, and Mr. Robertson, who was present, reported that he would make up same and have it in the hands of the Secretary as soon as possible.

It was further moved by R. Roberts, seconded by Jas. Oxley that the H.E.P.C. be requested to have representatives of the H.E.P.C. Commission attend a meeting which will be called as soon as arrangements can be made for their attendance.

Carried.

Meeting adjourned to call Chairman at 6.45 p.m.

Secretary.

Annual meeting of the Windsor, Essex and Lake Shore Electric Railway Association held on the 16th day of June 1931 at the hour of 1.30 p.m. in the Offices of the Guaranty Trust Company, Windsor, Ontario.

Mr. Winter in the Chair

Present:-

Messrs. E. Blake Winter	- Windsor
M. Meconi	- Sandwich East
E. Morand	- Sandwich East
J. Hennin	- Sandwich South
R. Roberts	- Essex
J. Oxley	- Gosfield North
R. Rogers	- Gosfield South
F. Crawford	- Kingsville
L. Bowman	- Leamington
W. R. Robertson	- H.E.P. Commission of Ontario

Minutes of meeting of the 21st day of May 1931 were read and on motion of Mr. Hennin, seconded by Mr. Oxley were adopted.

A financial report of the operation of the Railway was presented by the Hydro Electric Power Commission of Ontario covering the financial year ending October 31st 1930, in which an operating deficit of \$48,135.33 is shown.

The Treasurer further reported that the expenses of the Association for the period ending Oct. 31st 1930 amounted to \$3702.50 and that the sum of \$55,681.52 had to be provided by borrowing against debentures of the Association to provide for interest, making a total deficit of the year of \$107,519.35.

A requisition was received by the Chairman of the Association from the Hydro Electric Power Commission of Ontario specifying the amount of the operating deficit namely \$48,135.33 and requiring payment by the Association to the Commission of this amount.

Consideration was given to the request of a number of the Municipalities that they be relieved of that portion of the deficit amounting to \$55,681.52 representing borrowings of the Association for interest, that it should be considered to have been part of the cost of rehabilitation and as such capitalized owing to the fact that the railway during the rehabilitation period was not in a position to show the best results and it appearing that a hardship would result if the municipal corporations interested were asked to pay in addition to the operating deficit and the expense of the Association such interest borrowings and it further appearing that the municipal corporations having deposited debentures for capital expenditure of the Railway in the following amounts:-

City of Windsor	\$ 354,488.00
Town of Essex	81,296.87
Town of Kingsville	105,390.33
Town of Leamington	159,254.30
Twp. of Gosfield South	138,203.45
Twp. of Gosfield North	104,462.71
Twp. of Sandwich West	55,657.38
Twp. of Sandwich South	44,365.12
Twp. of Sandwich East	<u>56,881.84</u>
	\$ 1,100,000.00

Moved by Mr. Hennin, seconded by Bowman:

1. The borrowings by the Association to pay interest during the financial year ending October 31st 1930 amounting to the sum of \$55,681.52 be charged to capital account, and that the municipal corporations interested be not required to pay the same as part of the deficit for said financial year.

2. That the deficit remaining namely the sum of \$51,837.83 be apportioned as follows:-

Municipality

City of Windsor	\$ 16,705.35
Town of Essex	3,831.14
Town of Kingsville	4,966.56
Town of Leamington	7,504.91
Twp. of Gosfield South	6,512.88
Twp. of Gosfield North	4,922.83
Twp. of Sandwich West	2,622.87
Twp. of Sandwich East	2,680.58
Twp. of Sandwich South	<u>2,090.71</u>

\$ 51,837.83

and that requisitions be made against each of the said Corporations specifying the amount to be paid by each Corporation in accordance with the above apportionment and requiring payment thereof by the Corporations within one month of the date of the said requisitions and further that is from time to time, payments may be made, the same shall be forwarded to the Hydro Electric Power Commission of Ontario, and that the Secretary be instructed accordingly.

Carried with Messrs. Meconi, Russell and Morand voting nay and the remaining members voting Aye.

Officers for the Association were elected unanimously, as follows:-

Chairman	Mr. E. B. Winter
Vice Chairman	" Fred Crawford
Secy-Treas.	" M. E. Brian

The following members were elected as the Executive -

The Chairman, Vice Chairman, Messrs. Bowman, Oxley and Hennin.

Moved by Oxley, seconded by Bowman that the salary of the Secretary Treasurer be at the rate of \$200.00 per year, retroactive to the 1st day of January 1930 - Carried.

Moved by Roberts, seconded by Bowman that the remuneration for the attendance of members at meeting be fixed at \$10.00 per meeting.

In amendment moved by Rogers, seconded by Hennin that the fee be \$7.00.

The amendment was lost. Messrs. Rogers & Hennin voting Aye, remainder Nay.

The main motion was carried on direct vote.

The Secretary was instructed to certify the following

COPY OF MINUTES OF RESOLUTION PASSED

AT A MEETING OF THE WINDSOR, ESSEX AND

LAKE SHORE ELECTRIC RAILWAY ASSOCIATION

held on Tuesday the 16th day of June, 1931.

A financial report of the operation of the Railway was presented by the Hydro-Electric Power Commission of Ontario, covering the financial year ending October 31, 1930, in which an operating deficit of \$48,135.33 is shown.

The Treasurer further reported that the expenses of the Association for the period ending October 31, 1930 amounted to \$3,702.50, and that the sum of \$55,681.52 had to be provided by borrowing against debentures of the Association to provide for interest, making a total deficit for the year of \$107,519.35.

A requisition was received by the Chairman of the Association from the Hydro-Electric Power Commission of Ontario specifying the amount of the operating deficit, namely, \$48,135.33, and requiring payment by the Association to the Commission of this amount.

Consideration was given to the request of a number of the Municipalities that they be relieved of that portion of the deficit amounting to \$55,681.52, representing borrowings of the Association for interest, that it should be considered to have been part of the cost of rehabilitation and as such capitalized, owing to the fact that the Railway during the rehabilitation period was not in a position to show its best results, and it appearing that a hardship would result if the municipal corporations interested were asked to pay in addition to the operating deficit and the expenses of the Association such interest borrowings, and it further appearing that the municipal corporations having deposited debentures for capital expenditure of the Railway in the following amounts:

City of Windsor	\$354,488.00
Town of Essex	81,296.87
Town of Kingsville	105,390.33
Town of Leamington	159,254.30
Twp. of Gosfield South	138,203.45
Twp. of Gosfield North	104,462.71
Twp. of Sandwich West	55,657.38
Twp. of Sandwich South	44,365.12
" " " East	<u>7,568.84</u>
	1,100,000.00

Upon motion duly made, seconded and carried *unanimously*, *meB*

it was resolved that:-

1. The borrowings by the Association to pay interest during the financial year ending October 31, 1930, amounting to the sum of \$55,681.52 be charged to capital account, and that the municipal corporations interested be not required to pay the same as part of the deficit for such financial year.
2. That the deficit remaining, namely, the sum of \$51,837.83 be apportioned as follows:

<u>Municipality</u>	<u>Share of the Amount by which the Operating Maintenance and Admin- istration expenses ex- ceeded the Revenue of the Railway for the Period</u>	<u>Share of Expenses of the Association</u>	<u>Total</u>
City of Windsor	15,512.18	1,193.17	16,705.35
Town of Essex	3,557.50	273.64	3,831.14
Town of Kingsville	4,611.82	354.74	4,966.56
Town of Leamington	6,968.87	536.04	7,504.91
Twp. of Gosfield S.	6,047.70	465.18	6,512.88
Twp. of Gosfield N.	4,571.22	351.61	4,922.83
Twp. of Sandwich W.	2,435.53	187.34	2,622.87
Twp. of Sandwich E.	2,489.12	191.46	2,680.58
Twp. of Sandwich S.	<u>1,941.39</u>	<u>149.32</u>	<u>2,090.71</u>
	48,135.33	3,702.50	51,837.83

and that requisitions be made against each of the said Corporations specifying the amounts to be paid by each Corporation in accordance with the above apportionments, and requiring payment thereof

by the Corporations within one month of the date of the said requisitions, and further, that as from time to time payments may be made, the same shall be forwarded to the Hydro-Electric Power Commission of Ontario, and that the Secretary be instructed accordingly.

Certified true copy.

...*W. H. Gray*...
Secretary.

amounts to the H.E.P.C. as the remuneration due each member:-

E. Blake Winter	\$40.00
W. B. Clifford	30.00
Lloyd Bowman	40.00
Jas. Oxley	50.00
Fred Ferrari	20.00
Fred Crawford	50.00
R. Roberts	40.00
A. A. Marentette	10.00
R. Rogers	20.00
Jas. Hennin	20.00
E. Morand	10.00
M. Meconi	10.00

Moved by Fred Crawford, seconded by R. Roberts:-

That the Hydro Electric Power Commission of Ontario be requested to furnish the Secy-Treasurer monthly with sufficient number of detailed statements to be distributed to the members of the association showing in detail all expenditures, receipts and any other information in connection with the operation of the road; furnish a semi-monthly statement of salaries and wages paid as against the operation of the Windsor, Essex and Lake Shore Electric Railway.

Motion was carried unanimously.

The following accounts were referred to the H.E.P.C.

Township of Gosfield South - Gravel	\$74.50
Mrs. McQuarrie - Stenography	5.00
Prince Edward Hotel dinner	25.00
M. E. Brian - postage & telegraph	2.50

On motion meeting was adjourned to call of Chairman at 4.40 p.m.

(Sgd) M. E. Brian
Secretary.

Regular meeting of the Windsor, Essex and Lake Shore Electric Railway Association held in the Board Room of the Guaranty Trust Company, Windsor, at 3.p.m. on Thursday the 8th day of October 1931.

Mr. Winter in the Chair.

Present:-

Messrs. E. Blake Winter	- Windsor
M. Meconi	- Sandwich East
E. Morand	- Sandwich East
R. Roberts	- Essex
J. Oxley	- Gosfield North
F. Crawford	- Kingsville
R. Rogers	- Gosfield South
L. Bowman	- Leamington
J. Hennin	- Sandwich South

The Minutes of the annual meeting held 16th day of June 1931 were read and adopted.

Communications were submitted as follows:-

1. Letter from Hydro Electric Power Commission re:-
Non payment of deficits.

Upon motion moved by R. Rogers, seconded by A. Crawford and carried, the Secretary was instructed to write the Municipalities:- Windsor, Sandwich West, Sandwich South, Sandwich East, Essex, drawing attention to the fact that it is necessary for assessment of deficits being paid up

2. An account for \$500.00 for Guaranty Trust for services as trustee was approved for payment and referred to Hydro Electric Power Commission for payment.
3. An account for \$1.35 advances for postage from Cadwell Sand & Gravel Company was approved and referred to Hydro Electric Power Commission for payment.
4. Letter from Mayor Croll with reference to insurance was referred to Mr. Robertson, who intimated that this matter was receiving attention, and a report on same would be forthcoming at the next meeting.

With reference to a letter signed L. Hillis with regard to a meeting held in Essex re:- disposition of the Windsor, Essex and Lake Shore Railway, it was moved by R. Roberts, seconded by M. Meconi:-

That the Secretary be instructed to communicate with the Hydro Electric Power Commission of Ontario through its legal department as to the proper method to pursue in disposing of or discontinuing services on the Windsor, Essex and Lake Shore Electric Railway, and that the legal department of the Hydro Electric Power Commission draw up a resolution covering these matters, and submit same to the various Municipalities, and a copy of the said resolution be sent to each representative of the Association.

Meeting adjourned at 5.30 p.m.

Secretary.

Meeting of Windsor, Essex & Lake Shore Electric Railway Association held pursuant to request of Hydro Electric Power Commission at Prince Edward Hotel on Oct. 26th 1931.

Mr. Winter in the chair.

Present:- Messrs. Oxley, Hennin, Bowman, Rogers, Meconi, Roberts, Crawford, Winter of the Association and I. B. Lucas of the Hydro Electric Power Commission.

The question discussed was the matter of the resolution passed at meeting on October 8th 1931.

After committee disagree and explanation from Mr. Lucas the following resolution moved by J. G. Hennin and seconded by R. Rogers was passed unanimously.

"That in connection with the resolution passed at meeting on October 8th, 1931, asking for report from Hydro Electric Power Commission of Ontario as to disposing of or discontinuing service on the Windsor, Essex and Lake Shore Railway, the Association in addition request from the Hydro Electric Power Commission for such general or other report or suggestions as the Commission may think would be of value to the Windsor, Essex & Lake Shore Railway Association, the Municipalities considering the question as to whether or not the Association should recommend that operations of the road should stop either temporarily or permanently, and further that the Hydro Electric Power Commission should open up such negotiations as may seem desirable to ascertain if the road could be leased or sold, and that a copy of such report be mailed directly to each member of the Association, the report to be made available at as early a date as possible and within two weeks from date."

WINDSOR, ESSEX AND LAKE SHORE RADIAL RAILWAY
ASSOCIATION

Secretary.

December 28, 1931.

A special meeting of the Windsor, Essex & Lake Shore Railway Association was held on Thursday the 3rd day of December 1931 at the hour of 3 o'clock in the Board Room of the Guaranty Trust Company.

All members were present: Mr. Winter in the Chair.

Minutes of last meeting were read and adopted.

A report from the Hydro Electric Power Commission of Ontario submitted in consequence of resolution passed on

October 26th 1931 was read and it being an interim report after considerable discussion, was left until final report is available.

On motion of Roberts, seconded by Bowman, the Secretary was instructed to certify the following amounts as due the various members for attendance at meetings -

F. B. Winter	\$30.00
J. G. Hennin	30.00
M. Meconi	30.00
E. Morand	20.00
R. Roberts	30.00
Jas. Oxley	30.00
Fred Crawford	30.00
Russel Rogers	30.00
Lloyd Bowman	30.00

A letter was received from the Royal Trust Company of Vancouver asking for certain information.

It was moved by Meconi, seconded by Morand and carried unanimously that the Hydro Electric Power Commission of Ontario supply the said Trust Company with information requested.

Very truly yours

(Sgd) M. E. Brian
Secretary.

-AGENDA-

1. Reading of minutes of last special meeting.

11. Communication.

- a. Hydro-Electric Power Commission reporting on operation of Windsor, Essex and Lake Shore Railway for fiscal year ending October 31st, 1931 and enclosing demands on Municipalities for payment of deficit.
- b. H. E. P. C. balance sheet for distribution to members.
- c. Mayor Croll re Insurance.

111. Accounts.

Cadwell Sand & Gravel Co. Ltd. Postage -	.65
Cadwell Sand & Gravel Co. Ltd. Express	.60
J. Handley, Stenography	8.00

1V. By Law 22 to replace B/L No. 20 passed 3rd day of Sept. 1929 to borrow \$60,000.00, increasing sum to \$90,000.00 and rescinding B/L No. 20.

A regular meeting of the Windsor, Essex and Lake Shore Electric Railway Association was held in the Offices of the Guaranty Trust Company, on Thursday the 7th day of January 1932.

Present:- Messrs. E. B. Winter, J. G. Hennin, M. Meconi, R. Roberts, Jas. Oxley, Fred Crawford, R. Rogers, Lloyd Bowman, W. R. Robertson and F.C.S. Evans of The Hydro-Electric Power Commission.

Mr. Winter in the Chair.

Minutes of last meeting were received and adopted.

Accounts as follows were passed, and the Secretary was instructed to certify same to the Hydro-Electric Power Commission for payment.

Cadwell Sand & Gravel Co. Ltd.	Express Charges	.60
Cadwell Sand & Gravel Co. Ltd.	Postage	.65
J. Handley	Stenography	8.00.

Communications from the H.E.P. Commission, enclosing balance sheets and statements of operating deficits etc. and forms of notices of demands on Municipalities.

After considerable discussion, it was moved by J. G. Hennin and seconded by Russel Rogers that the matter of instructing the Secretary to issue notices of deficits be left in abeyance until final report requested by the Association be received from the H.E.P. Commission as per request of the Association.

A by-law to amend By-Law No. 20 (which is a By-Law to raise by loan \$60,000.00 to increase said loan to \$90,000.00, was laid over to consult the H.E.P. Commission's legal department about same.

The meeting, on motion of Messrs. Hennin & Bowman was adjourned at the call of the Chairman on a day, six days after receipt of final report from the H.E.P. Commission.

WINDSOR, ESSEX & LAKE SHORE RAILWAY ASSOCIATION

February 17th, 1932.

A report of the operations of the Windsor, Essex & Lake Shore Railway for 1931 having been received, said report having been prepared at the request of the Association; the adjourned meeting of the Windsor, Essex and Lake Shore Railway Association was held on Friday the 12th day of February 1932, at the Guaranty Trust Coy's Offices.

Mr. Winter being absent; Mr. Fred Crawford, Vice-Chairman took the Chair.

Those present:- Messrs. J. G. Hennin, M. Meconi, Ernest Morand, Ralph Roberts, John Smith, Fred Crawford, Russel Rogers, Lloyd Bowman.

- L. The requisition of the Hydro-Electric Power Commission for the operating deficit of the Railway was again brought up.
On motion of R. Roberts, seconded by J. G. Hennin, it was resolved, whereas, A financial report of the operation of the Railway was presented by the Hydro-Electric Power Commission of Ontario covering the fiscal year ending October 31st, 1931, in which an operating deficit of \$38,269.18 is shown.

The Treasurer referred to the financial statement of the Association, indicating that the sum of \$70,744.40 had to be provided to meet interest on the Association's Bonds, by borrowing against debentures of the Association making a total deficit for the fiscal year ending October 31, 1931 of \$109,013.58.

A requisition was received from the Hydro-Electric Power Commission of Ontario, specifying the amount of the operating deficit, namely \$38,269.18, and requiring payment by the Association to the Commission of that amount.

Consideration was given to the requirements of Section 10 of the Windsor, Essex and Lake Shore Rapid Railway Act, 1929, and it appearing that the Municipal Corporations, on whose behalf the Railway is operated, have deposited debentures for capital expenditure of the Railway in the following amounts,-

City of Windsor	\$354,488.00
Town of Essex	81,296.87
Town of Kingsville	105,390.33
Town of Leamington	159,254.30
Twp. Gosfield S.	138,203.45
Twp. Gosfield N.	104,462.71
Twp. Sandwich W.	55,657.38
Twp. Sandwich S.	44,365.12
Twp. Sandwich E.	56,881.84

1,100,000.00

1. IT WAS RESOLVED that the Association fix and it hereby fixes the amount of its borrowings for interest on the bonds of the Association at the sum of \$70,744.40
2. That the said sum, together with the operating deficit of \$38,269.18 making a total deficit of \$109,013.58 be apportioned among and paid in the following respective amounts by the following municipal Corporations:-

City of Windsor	35,130.91
Town of Essex	8,056.79
Town of Kingsville	10,444.54
Town of Leamington	15,782.63
Twp. Gosfield S.	13,696.41
Twp. Gosfield N.	10,352.58
Twp. of Sandwich W.	5,515.83
Twp. of Sandwich E.	5,637.19
Twp. of Sandwich S.	4,396.70

109,013.58

and that requisitions be made by this Association against each of the said Corporations specifying the amounts to be paid by each, in accordance with the above apportionments, and requiring payment thereof by the Corporations, within one month of the date of the said requisitions, and further, that as from time to time payments are made, the same shall be forwarded to the Hydro-Electric Power Commission of Ontario, and that the Secretary be instructed accordingly.

A letter was received from R. J. Desmarais enclosing the following resolution passed at a meeting in Essex on February 10th, 1932.

"That the Windsor, Essex and Lake Shore Railway Association, at its next meeting, formulate a resolution setting forth the terms upon which the said Association is to enter into negotiations with the Canadian Pacific Railway and the Canadian National Railway in the matter of future operation of the Windsor, Essex and Lake Shore Railway and that no further action be taken in this matter until such resolution is approved and passed by a majority of the various interested Municipal Councils".

After considerable discussion it was moved by J. G. Hennin, seconded by R. Rogers, that a committee composed of two members of the Association together with a Solicitor and the Secretary be authorized to wait upon the Legislature with a view to seeking permission to cease operations of the Railway without incurring penalty of acceleration of payment of Capital charges. - Carried.

Moved by E. Morand, seconded by John Smith that above Committee be composed of Messrs. the Chairman or Vice-Chairman, Mr. J. G. Hennin and John Sale.

Moved in amendment, the name of B.J.S. Macdonald be substituted for Mr. Sale.

Amendment was lost and motion carried.

With further reference to this letter re Essex meeting instructions were given to the Committee formed to interview officials of the Canadian National Railway and the Canadian Pacific Railway with reference to the matter referred to in said resolution.

By-law No. 22, a by-law to raise by way of loan the sum of \$90,000.00 on motion of Messrs. J. G. Hennin, seconded by M. Meconi was read three times, and finally passed.

Meeting adjourned.

"M. E. Brian"

Secretary.

MAR 17 1932

(C O P Y)

WINDSOR, ESSEX & LAKE SHORE RAILWAY ASSOCIATION

February 17th, 1932.

A report of the operations of the Windsor, Essex & Lake Shore Railway for 1931 having been received, said report having been prepared at the request of the Association; the adjourned meeting of the Windsor, Essex and Lake Shore Railway Association was held on Friday the 12th day of February 1932, at the Guaranty Trust Coy's Offices.

Mr. Winter being absent; Mr. Fred Crawford, Vice-Chairman took the Chair.

Those present:- Messrs. J. G. Hennin, M. Meconi, Ernest Morand, Ralph Roberts, John Smith, Fred Crawford, Russel Rogers, Lloyd Bowman.

- L. The requisition of the Hydro-Electric Power Commission for the operating deficit of the Railway was again brought up.

On motion of R. Roberts, seconded by J. G. Hennin, it was resolved, whereas, A financial report of the operation of the Railway was presented by the Hydro-Electric Power Commission of Ontario covering the fiscal year ending October 31st, 1931, in which an operating deficit of \$38,269.18 is shown.

The Treasurer referred to the financial statement of the Association, indicating that the sum of \$70,744.40 had to be provided to meet interest on the Association's Bonds, by borrowing against debentures of the Association making a total deficit for the fiscal year ending October 31, 1931 of \$109,013.58.

A requisition was received from the Hydro-Electric Power Commission of Ontario, specifying the amount of the operating deficit, namely \$38,269.18, and requiring payment by the Association to the Commission of that amount.

Consideration was given to the requirements of Section 10 of the Windsor, Essex and Lake Shore Rapid Railway Act, 1929, and it appearing that the Municipal Corporations, on whose behalf the Railway is operated, have deposited debentures for capital expenditure of the Railway in the following amounts,-

City of Windsor	\$354,488.00
Town of Essex	81,296.87
Town of Kingsville	105,390.33
Town of Leamington	159,254.30
Twp. Gosfield S.	138,203.45
Twp. Gosfield N.	104,462.71
Twp. Sandwich W.	55,657.38
Twp. Sandwich S.	44,365.12
Twp. Sandwich E.	56,881.84

1,100,000.00

L. IT WAS RESOLVED that the Association fix and it hereby fixes the amount of its borrowings for interest on the bonds of the Association at the sum of \$70,744.40

That the said sum, together with the operating deficit of \$38,269.18 making a total deficit of \$109,013.58 be apportioned among and paid in the following respective amounts by the following municipal Corporations:-

City of Windsor	35,130.91
Town of Essex	8,056.79
Town of Kingsville	10,444.54
Town of Leamington	15,782.63
Twp. Gosfield S.	13,696.41
Twp. Gosfield N.	10,352.58
Twp. of Sandwich W.	5,515.83
Twp. of Sandwich E.	5,637.19
Twp. of Sandwich S.	4,396.70

109,013.58

and that requisitions be made by this Association against each of the said Corporations specifying the amounts to be paid by each, in accordance with the above apportionments, and requiring payment thereof by the Corporations, within one month of the date of the said requisitions, and further, that as from time to time payments are made, the same shall be forwarded to the Hydro-Electric Power Commission of Ontario, and that the Secretary be instructed accordingly.

A letter was received from R. J. Desmarais enclosing the following resolution passed at a meeting in Essex on February 10th, 1932.

"That the Windsor, Essex and Lake Shore Railway Association, at its next meeting, formulate a resolution setting forth the terms upon which the said Association is to enter into negotiations with the Canadian Pacific Railway and the Canadian National Railway in the matter of future operation of the Windsor, Essex and Lake Shore Railway and that no further action be taken in this matter until such resolution is approved and passed by a majority of the various interested Municipal Councils".

After considerable discussion it was moved by J. G. Hennin, seconded by R. Rogers, that a committee composed of two members of the Association together with a Solicitor and the Secretary be authorized to wait upon the Legislature with a view to seeking permission to cease operations of the Railway without incurring penalty of acceleration of payment of Capital charges. - Carried.

Moved by E. Morand, seconded by John Smith that above Committee be composed of Messrs. the Chairman or Vice-Chairman, Mr. J. G. Hennin and John Sale.

Moved in amendment, the name of B.J.S. Macdonald be substituted for Mr. Sale.

Amendment was lost and motion carried.

With further reference to this letter re Essex meeting instructions were given to the Committee formed to interview officials of the Canadian National Railway and the Canadian Pacific Railway with reference to the matter referred to in said resolution.

By-law No. 22, a by-law to raise by way of loan the sum of \$90,000.00 on motion of Messrs. J. G. Hennin, seconded by M. Meconi was read three times, and finally passed.

Meeting adjourned.

"M. E. Brian"

Secretary.

Special meeting of the Windsor, Essex and Lake Shore Electric Railway Association held in Room 711 of the Guaranty Trust Co. Building on February the 20th 1932 at the hour of 10:30 A.M.

Mr. Fred Crawford, Vice-Chairman in the Chair.

Present:- Messrs. Crawford, Hennin, Meconi, Rogers, Smith, Bowman and Morand.

Mayor Croll, John Duck, B.J.S. Macdonald, Rodell Smith, John Sale.

The meeting was called by order of the Vice-Chairman to consider an interim report from the special Committee authorized at the last meeting.

The Vice-Chairman explained the object of the meeting and called on Mr. Sale.

Mr. Sale explained that there is outstanding at the present time \$1,000,000.00 worth of bonds and \$300,000.00 worth of debentures the interest of which at 6% amounts to \$78,000.00 and upon which the sinking fund will be \$13,679.00 based on 4%.

The deficit including interest will amount approximately to \$400,000.00 in three years and this does not include any depreciation, or if depreciation was included, the yearly loss would approximate \$175,000.00. The Municipalities will have to face this in the coming years, and the ability to pay these deficits by the Municipalities is questionable.

If the Railroad is shut down, the Association faces the obligation of an acceleration of payment of bonds at a call price of 110 together with the possibility of United States Exchange of say 12½%. These Bonds are protected by Municipal debentures to the extent of \$1,100,000.00 of Municipal debentures as Collateral and deposited with the Trustee. No provision has been made to have these debentures paid in United States funds.

If some reasonable deal could be made with Bond Holders advantage could be taken of the regular rate of interest and arrangements could be made to carry on the Railroad for two or three years. It would be necessary in the case of deficit for Trustee to assume control and supply money to run the Railway with consequent calls upon the Municipalities, a condition which would not be advisable.

Mr. Sale suggest as a basis of negotiations with the bond holders that the sinking fund be built up before time specified on Trust deed.

As far as change in Management is concerned that Mr. Sale informed the Association that it will be necessary to get the consent of the Trustee and the Hydro-Electric Power Commission of Ontario.

A further suggestion was made that the City of Windsor take over the road, all the Municipalities assuming their share of sinking fund and interest, and that the City of Windsor assume any deficit on the road. This suggestion was not very warmly received by the representatives of Windsor present, and the matter was dropped.

- I. In the final analysis Mr. Sale's suggestions was to call a meeting of Bond Holders with a view of arriving at some mutual understanding as to the continuance of the road.
- II. That the Municipalities do not default in the payments of their deficits.
- III. That a change in administration take place as soon as possible.

Considerable discussion ensued and it was moved by R. Rogers seconded by J. Smith.

That the instructions given at the former meeting be extended so as to include an application to the Legislature to permit local management of the road.

That with the consent of the Municipalities to establish a reserve or accelerated sinking fund.

That the executive or Committee have power to call a meeting of the Bond Holders for the purpose of considering its financial position of the road and take any necessary steps to improve its position.

- Carried unanimously -

Moved by E. Morand, seconded by M. Meconi:- That M. E. Brian is hereby authorized to investigate the operating costs and capital structure of the railroad, with a view to reductions thereof, and the Hydro-Electric Power Commission of Ontario is hereby directed to facilitate the investigation to produce its accounts and books for the purpose of assisting therein to Mr. Brian and that he report back to the Association.

The following accounts were passed:-

Cadwell Sand & Gravel Co. Ltd.	Advance for stamps	\$1.90
J. Handley - Stenography -		6.00

(C O P Y)

WINDSOR, ESSEX & LAKE SHORE RAILWAY ASSOCIATION

Windsor, March 18th, 1932.

Hydro-Electric Power Commission of Ontario,
University Avenue,
Toronto, Ont.

Dear Sir:

Attention Mr. W. G. Pierdon.

We beg to enclose herewith all minutes and
By-laws from the end of October last to date, in regard
to Windsor, Essex & Lake Shore Railway, as per your
request.

Very truly yours,

"M. E. Brian"

Secretary.

MEB/H.

Mr Evans
(C O P Y)

WINDSOR, ESSEX & LAKE SHORE RAILWAY ASSOCIATION

Windsor, Sept. 19, 1932.

Hydro-Electric Power Commission of Ontario,
Toronto,
Ontario.

Gentlemen:

Enclosed please find copies of minutes of the
Windsor, Essex and Lake Shore Railway Association as per
your request of the 15th instant.

Yours truly,

"M. E. Brian"

Secretary.

MEB/HB.

Enc.

MUNICIPALLY OWNED

TOWN OF ESSEX
WP. OF GOSFIELD, N.
WP. OF GOSFIELD, S.
TOWN OF KINGSVILLE
TOWN OF LEAMINGTON
WP. OF SANDWICH, E.
WP. OF SANDWICH, W.
WP. OF SANDWICH, S.
CITY OF WINDSOR

Mr. Evans
Windsor, Essex and Lake Shore Railway Association

INTO THE SUN PARLOR OF CANADA

OPERATED BY THE HYDRO-ELECTRIC POWER COMMISSION OF ONTARIO

E. Blake Winter, PRESIDENT

M. E. Brian, SECRETARY

WINDSOR, May 6th

193 2

Minutes of special meeting for the Windsor Essex and Lake Shore Railway Association held in Room 711 of the Guaranty Trust Building, on FRIDAY, the 22nd day of April, 1932.

Present: Messrs. Hennin, Rogers, Crawford, Roberts, Bowman, Smith, Meconi. Mr. Fred Crawford Vice-Chairman presided.

The minutes of the meeting were adopted as sent out. A letter from the H. E. P. C. was read with reference to necessity for money from deficit collection for the operation of the road.

This was not dealt with. Mr. Sale reported upon the legislation secured at the last session of the Legislative. Mr. Brian's report upon the road was received accepted, and instructions were given to send copies to all Municipalities interested.

Mr. Hennin gave notice that to the next meeting of the Association he would introduce a resolution to take proper and immediate steps to discontinue the service on the Windsor Essex and Lake Shore Electric Railway.

Mr. Hennin gives notice of a further motion to place the Railway under the provision of the Ontario Municipal Board Act Accounts for calls were received from the Bell Telephone Company. Sale and sale Legal Account.

M. E. Brian. Stenography and postage. but were not passed for payment.

MUNICIPALLY OWNED

TOWN OF ESSEX
VP. OF GOSFIELD, N.
VP. OF GOSFIELD, S.
TOWN OF KINGSVILLE
TOWN OF LEAMINGTON
VP. OF SANDWICH, E.
VP. OF SANDWICH, W.
VP. OF SANDWICH, S.
CITY OF WINDSOR

Windsor, Essex and Lake Shore Railway Association

INTO THE SUN PARLOR OF CANADA

OPERATED BY THE HYDRO-ELECTRIC POWER COMMISSION OF ONTARIO

E. Blake Winter, PRESIDENT

M. E. Brian, SECRETARY

WINDSOR, May 12th

1932

The regular meeting of the Windsor Essex and Lk. Shore Ry. Association was held on Friday, the 6th day of May, 1932 in Room 711 of the Guaranty Trust Building

Present: Messrs. Crawford, Morand, Russell Rogers, J. G. Hennin, Bowman, Smith, and Meconi.

Mr. Crawford Vice-Chairman presided. Minutes of the last meeting were read and adopted. A communication was received from Mr. Crawford with reference to Busses. Ordered fyled. Accounts were presented and passed and ordered certified to the H. E. P. C. for payment. John Sale services and disbursements--\$1197.71

M. E. Brian.	services and re: report	\$385.00
M. E. Brian.	advances stenography	5.00
Stamps.		2.00
C. N. R. Telegraph		.84
Bell Telephone	Calls.	2.00

a. After considerable discussion it was moved by J. G. Hennin, seconded by Mr. Meconi, WHEREAS the Windsor Essex and Lake Shore Rapid Railway is being operated at a loss and the Councils of a majority of the Municipalities liable therefor signified their unwillingness to provide for the deficits arising from time to time if its operation is continued.

NOW THEREFORE this Association resolves THAT the operation of the said railway ought to be discontinued and that the proceedings preliminary to that end should be taken and are hereby authorized. Carried.

b. It was further moved by J. G. Hennin seconded by Mr. R. Rogers that Messrs. Sale & Sale solicitors are hereby authorized to take the above preliminary proceedings including the obtaining of such information as may be required by the Railway Commission or Board and the making of applications thereto and commencing negotiations with the Trustee and Bond-Holders. Carried.

Meeting adjourned at 5.45 p. m.

May 16, 1932.

A special meeting of the Windsor Essex and Lake Shore Electric Railway Association was held at the Call of the Chairman on Monday, the 16th day of May, 1932, in Room 711 of the Guaranty Trust Building Windsor, Ontario.

Those present: Messrs. Winter, Crawford, Rogers, Morand, Hennin, Smith, and Meconi. Messrs. The Mayor Mr. Croll and City Solicitor Mr. Macdonald of Windsor were also present.

Mr. Winter in the Chair; The minutes of the regular meeting held on the 6th day of May were read and adopted. Mr. Winter explained that he had called the meeting in the interests of the City of Windsor particularly in an endeavour to persuade the Association to take milder action with reference to the abandonment of the road. The Mayor and Mr. Winter further asked that a further survey of the Railway be made by Messrs. Wilson and Bummell at a cost of approximately One thousand Dollars.

Mr. Winter and Mayor Croll both stressed some of the possible results of the drastic action which the Association had taken at the last meeting, especially to the City of Windsor and other solvent Municipalities in the Association.

Particular references were made to some eventualities which might arise especially if the Bond-Holders insisted on the acceleration of the Bond Issue, and the consequent affect upon some of the solvent Municipalities. While the members of the Association were attentive the feeling of the Majority was that the proper action had been taken at the last meeting and after considerable discussion the meeting adjourned without any definite resolutions being placed before it.

of years only upon which the Association may take further or other action.

2. Moved by Mr. G. R. Weller, seconded by M. Meconi, THAT Messrs Winter, Hennin, Rogers be the Committee suggested by above resolutions. Carried.

3. Moved by F. Crawford, seconded by G. Weller, THAT Messrs. Winter, Hennin, Rogers be and they are hereby appointed a Committee with power to make arrangements in regard to the several crossings, stations, contracts and other matters affected by the closing down and to carry out the recommendations of the Hydro-Power Commission contained in the solicitor's report in regard to disposal of any assets, same to be subject to confirmation by this Association. Carried.

4. Moved by R. Rogers, seconded by Mr. J. G. Hennin, THAT the scheme of finance set out in the report of the solicitor is hereby adopted and the solicitor is authorized to take the steps necessary to carry the same into effect and to make therein such adjustment to terms and amounts as may seem desirable or may be required to fit the circumstances down to the time of its coming into effect and to obtain any necessary authority for or validation thereof and to authorize the Municipalities interested and this Association to purchase or acquire any part of the first series mortgage bonds, and the debentures, collateral thereto and to issue new securities to provide for the same or in lieu thereof, all to be subject to confirmation by this Association and any Municipality interested. Carried.

5. Moved by J. G. Hennin, seconded by E. Morand. THAT John Sale is hereby authorized to take up with the Councils of any Municipalities which are subject to Part VI of the Ontario Municipal Board Act, 1932. and with the Boards by way of appeal therefrom the question of deficits and the providing of funds now and in the future to liquidate the same. Carried.

6. Moved by J. H. Hennin, seconded by M. Meconi. THAT requisition be made upon the Municipalities for the deficit of \$65667.54 and down to and including the 30th day of April 1932, and in the following proportions:-

City-of-Windsor Municipality.	Percentage	Amount.
City of Windsor	32.226%	\$21162.02
Township of Sandwich West	5.06%	3322.78
Township of " East	5.171	3395.67
Township of " South	4.033	2648.37
Town of Essex	7.39	4852.83
Township of Gosfield North	9.497	6236.45
Township of Gosfield South	12.564	8250.47
Town of Kingsville	9.581	6291.61
Town of Leamington	14.478	9507.84
Total		\$65667.54

and that representation be made to each Municipality that they make special effort during this year to meet the amount so requisitioned with the object of preventing further difficulties arising in the closing down of the road and the consequent termination of the deficit. Carried.

Meeting adjourned.

MUNICIPALLY OWNED

TOWN OF ESSEX
TWP. OF GOSFIELD, N.
TWP. OF GOSFIELD, S.
TOWN OF KINGSTON
TOWN OF LEAMINGTON
TWP. OF SANDWICH, E.
TWP. OF SANDWICH, W.
TWP. OF SANDWICH, S.
CITY OF WINDSOR

Windsor, Essex and Lake Shore Railway Association

INTO THE SUN PARLOR OF CANADA

OPERATED BY THE HYDRO-ELECTRIC POWER COMMISSION OF ONTARIO

E. Blake Winter, PRESIDENT

M. E. Brian, SECRETARY

WINDSOR, August 8th 1932.

A special meeting of the Windsor Essex and Lake Shore Electric Railway Association was held on the 8th day of Aug. 1932, in Room 711 of the Guaranty Trust Building.

Messrs. Winter, Hennin, Meconi, Weller, Morand, Smith, Rogers, Crawford, Mr. Lloyd Bowman were present.

The Chairman, Mr. Winter in the Chair. The minutes of the previous meeting were read and on motion of Mr. Crawford seconded by Mr. Smith were adopted. The report of the special Committee appointed at the last meeting was submitted, and on motion of Mr. Hennin seconded by Mr. Smith was adopted.

The following resolution was passed on motion of Mr. Lloyd Bowman, seconded by Mr. Crawford. THAT the Windsor Essex and Lake Shore Electric Railway hereby makes application for a bus franchise on the following route contiguous to the Windsor Essex and Lake Shore Electric Railway.

A. 1. On Provincial No. 3 from the City Limits of Windsor to the Junction of No. 3 Highway with county road No. 10 from its junction with No. 3 Highway to Kingsville and on Provincial Highway No. 18 from Kingsville to Leamington marked in red on accompanying plan.

2. And on Provincial Highway No. 3 from its junction with County Highway No. 10 to Leamington marked in blue on accompanying plan.

3. Also County Highway No. from No. 3 highway at Ruthven southley to Provincial Highway No. 18.

Certified and true copy of resolution passed this 8th day of August 1932.

B. 1. The following resolution was passed on motion of Mr. Hennin, seconded by Mr. Rogers. That the Hydro-Electric Power Commission of Ontario be instructed to officially notify all employees of the Windsor Essex and Lake Shore Electric Ry. of the discontinuance of the Railway on Sept. 15, 1932.

Certified and true copy of the resolution passed this 8th day of August, 1932.

Meeting adjourned.

MUNICIPALLY OWNED

TOWN OF ESSEX
TWP. OF GOSFIELD, N.
TWP. OF GOSFIELD, S.
TOWN OF KINGSTOWN
TOWN OF LEAMINGTON
TWP. OF SANDWICH, E.
TWP. OF SANDWICH, W.
TWP. OF SANDWICH, S.
CITY OF WINDSOR

Windsor, Essex and Lake Shore Railway Association

INTO THE SUN PARLOR OF CANADA

OPERATED BY THE HYDRO-ELECTRIC POWER COMMISSION OF ONTARIO

E. Blake Winter, PRESIDENT

M. E. Brian, SECRETARY

WINDSOR,

Sept. 17

1932

Minutes of the regular meeting of the Windsor Essex and Lake Shore Electric Railway Association held on the 1st day of September, 1932, at the hour of three o'clock in the afternoon in Room 711 of the Guaranty Trust Building.

All members present. Mr. Winter in the Chair. The minutes of the last meeting were read and on motion of Mr. Henrin, seconded by Mr. Rogers were read and adopted. Communications were read as follows:

1. Manager of the Bank of Montreal of Wheatley, re: interest. On motion of the Assoc. the secretary was instructed to notify the said Manager that request be not entertained.
2. W. H. Long, Clerk of Kingsville, re: appointment of Mr. Crawford. *filed.*
3. H. E. P. C. re: embargo on freight. *filed.*
4. H. E. P. C. re: operating statement. (7 mos) distributed and *filed.*
5. H. E. P. C. re: discontinuance notice to employees. *filed.*
6. John Sale, re: S W & A arrangement. Mr. Robertson had nothing to report yet.
7. John Sale, re: conference with Banks. Mr. Sale was instructed to arrange meeting.
8. A. R. Muni, re: busses. *filed.*
9. Greyhound Lines. re: busses.
10. Gottfreidson re: bus co.
11. Department --Highways. Bus franchise.

In connection with the reference to the S. W. & A. Hy. taking on the Howard Line it was explained that application for discontinuance would have to be modified.

With reference to application for bus privileges it was moved by J. J. Henrin seconded by R. Rogers, that the Chairman appoint a Committee of the together with the solicitors and Mr. Robertson to take up the matter of bus and freight express operations under the new law. Report back to the association. Carried.

The Chairman selected Messrs. C. Crawford, Henrin as the Committee. Those present include Corri alomer Gurney of Windsor who is Acting Mayor, Commissioner Bennett, Councillor Trembetti of Essex.

The Committee subsequently met to the meeting and decided to advertise for offers for bus and freight express operation.

Accounts passed as follows and referred to H. E. P. C. for payment. M. E. Brian. Advances for stamps. 37,

M. E. Brian. " " stenography. 500
Total. 537

Rogers and Henrin adopted.

A meeting of the special Committee composed of Messrs. Winter, Rogers, and Hennin, was held on the 8th day of July, 1932, at the office of Sale & Sale. Messrs. Hennin, Rogers of the Committee were present with Mr. Robertson, Mr. Sale and the Secretary.

The question of whether an increase in revenue on the railroad was possible in the next few years was discussed and the feeling was that as it was dependent upon conditions such as increase in riding habit, trucks usage, for passengers and freight usage, that in view of the adverse opinions expressed against all factors of operations and source of revenue it was necessary to the interests of economy for the road to shut down. This recommendation that a permanent shut-down be asked for was passed, Mr. Hennin and Mr. Rogers having agreed.

As to the sale of assets, it was pointed out by Mr. Robertson that it would be economically unsound at the present time to endeavour to sell any of the assets of the Company at the market at the present time was very unsuitable for the sale of any of them. The feeling of the meeting was that no assets be liquidated until a suitable time had arrived. The suggestion that the S.W. & A. Ry. might take over the town line from down town Windsor to the Grand Marais Road was left in the hands of Mr. Robertson who was to make a report upon same. This report was submitted to the Association on meeting held on the 8th day of August and on motions of Mr. Hennin, seconded by Mr. Smith was unanimously adopted.

Copy for Mr. Evans. ✓

46 Murray St

APR 5 - 1932

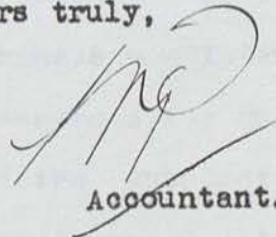
NOTED

April 4, 1932.

Mr. Teskey.

We received from Mr. M. E. Brian,
Secretary of the Windsor, Essex & Lake Shore
Electric Railway Association with his letter of
March 18th, copies of all Minutes and By-Laws
from the end of October last up to the date of
his letter, and are enclosing herewith a copy
for your files.

Yours truly,



Accountant.

Copy to Mr. Evans.

A meeting of the Association was held pursuant to resolution passed on the 9th day of Sept. 1932 in Room 711 of the Guaranty Trust Building, on Sept. 12th, 1932 at 2 p. m. to meet the representatives of the Bank of Montreal and the Canadian Bank of Commerce and Hydro-Electric Power Com.

Present: Messrs. Winter, Smith, Morris, Crawford, Harland, Keller and Mannin. Mr. Stanley represented the Bank of Commerce, and Mr. Swygeland represented the Bank of Montreal. Mr. E. C. G. Evans and Mr. J. E. Robertson represented the Hydro-Electric Power Commission.

Mr. Sale opened the discussion upon the matter following his suggested financial set-up made by him and submitted to the respective Banks. A number of salient points were discussed and it was made plain by the representatives of the Banks that no undue harassment was intended in the suggestions made by them in order to clear up their obligations. They were assured that the Association would use every endeavour to liquidate the loans from the Banks as quickly as possible consequent upon ability to pay. They were told that legislation would be necessary to carry out the ideas in the financial set-up. The meeting closed Mr. Sale again explaining that inasmuch as the loan made by the Bank of Montreal was made in Toronto, the matter would have to be reported to the Governor of the Bank in Toronto.

MUNICIPALLY OWNED

TOWN OF ESSEX
TWP. OF GOSFIELD, N.
TWP. OF GOSFIELD, S.
TOWN OF KINGSVILLE
TOWN OF LEAMINGTON
TWP. OF SANDWICH, E.
TWP. OF SANDWICH, W.
TWP. OF SANDWICH, S.
CITY OF WINDSOR

Windsor, Essex and Lake Shore Railway Association

INTO THE SUN PARLOR OF CANADA

OPERATED BY THE HYDRO-ELECTRIC POWER COMMISSION OF ONTARIO

E. Blake Winter, PRESIDENT

M. E. Brian, SECRETARY

WINDSOR,

June 23

193

A special meeting of the Windsor Essex and Lake Shore Electric Railway Association was held on Thursday, the 23rd of June, 1932, in Room 711 of the Guaranty Trust Company Building, Windsor, Ontario.

Those present: Messrs. Winter, Hennin, Meconi, Weller, Rogers, Crawford, Morand, Commissioner Dayus and City Solicitor Macdonald, of Windsor. Mr. Winter in the chair.

The meeting was called by the chairman at the request of John Sale K. C. Solicitor, to receive further report upon application for abandonment of the Railway. Minutes of the last meeting read and adopted. Communications were read as follows:

1. S. H. Wyatt enclosing resolution asking that a reduction in the fee for attending meetings be made from \$10.00 per meeting to \$5. Moved by M. Meconi, seconded by R. Rogers that the fee for attending meetings be reduced to \$5.00 per meeting. Carried unanimously.

2. R. R. Brett notifying the Assoc. that Geo. R. Weller, had been appointed representative for Essex to replace Ralph Rogers. This communication was fyled after the Chairman welcomed Mr. Weller to the Association Board.

3. W. G. Long, Clerk of Kingsville, J. H. Coatsworth, Clerk of Gosfield South replying to request for payment of deficit. Fyled.

4. H. E. P. C. enclosing report up to May 31st, 1932. This report was distributed.

5. John Sale report. At this point Mr. Sale was requested to take up his report. An explanation was made by Mr. Sale of the various points in his report covering the various things that were necessary to do in connection with the application for closing down the road, the question of deficits and a suggested scheme of financing. Considerable discussion ensued and it was found necessary to pass a number of resolutions in the following order to cover the following points.

1. Whether the proposed closing of the Railway is to be temporary or permanent. 2. To fix a tentative date for closing. 3. To authorize steps to be taken in respect of deficits. 4. To pass upon a proposed scheme of finance. 5. To authorize a committee to take charge of certain matters in regard to the closing.

1. Moved by J. G. Hennin, seconded by Mr. Meconi. THAT subject to any order of the Board of Railway Commissioners and to the terms of any consent requested the operation of the Railway permanently cease on the 15th day of September, 1932, but in the meantime a Committee do report as to the extra cost which would be entailed by ceasing to operate for a period.

MUNICIPALLY OWNED

TOWN OF ESSEX
TWP. OF GOSFIELD, N.
TWP. OF GOSFIELD, S.
TOWN OF KINGSTON
TOWN OF LEAMINGTON
TWP. OF SANDWICH, E.
TWP. OF SANDWICH, W.
TWP. OF SANDWICH, S.
CITY OF WINDSOR

Windsor, Essex and Lake Shore Railway Association

INTO THE SUN PARLOR OF CANADA

OPERATED BY THE HYDRO-ELECTRIC POWER COMMISSION OF ONTARIO

E. Blake Winter, PRESIDENT

M. E. Brian, SECRETARY

WINDSOR, Sept 28th

193 2

A special meeting of the Windsor Essex and Lake Shore Electric Railway Association was held in Room 711 of the Guaranty Trust Company Building on Sept 9th, 1932 at the hour of three o'clock in afternoon.

Present: Messrs. Crawford, Kennin, Rogers, Smith, Morand, Bowman, Meconi, Heller.

Mr. Crawford Vice-Chairman presided. Mayor Croll, W. R. Robertson, Mayor R. Smith of Leamington, City Solicitor Macdonald of Windsor, C. Mc Diarmid and J. W. Berry, of Trust Company were also present.

The minutes of last meeting were also read and adopted. Mayor Croll presented a petition signed by the employees of the W. E. & L. S. Ry. suggesting that they will take on over the road and operate it for a period of three months on a co-operation basis and spoke favourably of its adoption.

This communication while several expressed opinions in connection with it received 'No' support from the majority of the members and was received and filed.

Moved by Mr. Rogers, seconded by Meconi. THAT W. R. Robertson be authorized to notify both the Express Companies and the Post-Office Department that the W. E. & L. S. Ry Association will take care of both express and mail service after Sept. 15th, 1932 and until further advised. Carried.

A Mr. Zapp was presented by Mayor Smith and suggested that he might have some proposition from unnamed parties for taking over the Railway, nothing definite was promised and on motion of Bowman, seconded by Mr. Meconi and Carried the W. E. P. C. was requested to furnish Mr. Zapp with such information as he requires.

The question of a meeting to discuss obligations to the Bank of Montreal and Canadian Bank of Commerce was brought up as the result of a letter presented by Mr. Sale from the Bank of Montreal and it was made and seconded by Mr. and carried that the meeting asked for be held on the 12th day of Sept. at 2 p. m. Tenders were received for various bus Companies as per tenders asked for and after considerable discussion the following motions were considered. Moved by Morand, seconded by Meconi, that the Secretary be instructed to send copies of all tenders for bus and freight operation to the members. Carried. Moved by Heller, seconded by Smith. That no further tenders be accepted. Carried. Moved by Kennin, seconded by Rogers. That this meeting adjourned until Monday, for the purpose of considering tenders for bus and freight operations at the hour of 3 p. m. in Room 711 of the Guaranty Trust Building and in the meantime the Committee make report

The adjourned meeting of the Windsor Essex and Lake Shore Railway Association was held on the 12th of Sept. 1932, at the hour of 3 p. m. to consider tenders for bus and freight service. Mr. Winter in the Chair.

Those present: Messrs. Winter, Smith, Rogers, Crawford, Morand, Keller, Hennin, Meconi.

Mr. Winter on behalf of the City of Windsor asked the Association to continue the operation of the railway for another 30 days--while only Mr. Hennin & Rogers spoke against this proposition, the request was not entertained.

Re: Tenders. The Association adjourned for 15 minutes, to allow the Committee to consider the tenders. Upon the Committee retiring the Association re-convened and the Committee reported that there were two tenders only that could be considered and referred that then to the Association the tender of the Border Transit Company and the Greyhound Lines. A tentative contract had been drawn up by Mr. Sale and this was read before the Association pressed upon the tenders. Moved by Mr. Crawford and seconded by Mr. Meconi that the contract be given to the ~~Crawford~~ Border Transit Company. The amendment moved by Mr. Morand, seconded by Mr. Keller that contract be given to the Greyhound Lines. The amendment was submitted first and was carried. Messrs. Hennin, Morand, Smith, Keller, Morand, voting "yes". The main motion was lost on reverse vote. The meeting adjourned.

By-Law

BY - LAW NO. 1

A By-Law of the Windsor, Essex and Lake Shore Electric Railway Association, for the general government of the Association.

1. Pursuant to the provisions of the Special Act incorporating the Association, being Chapter 99, 18 Geo. V. (1923) the Officers of the Association for the time being shall consist of a Chairman, Vice-Chairman and Secretary and Treasurer, but the Association may by resolution from time to time appoint such other officers as may be deemed necessary for the proper carrying out of the objects of the Association.
2. The regular meetings of the Association shall be held on the first Thursday in each month at the hour of two o'clock in the afternoon, and such meetings shall be held at the City of Windsor or such other place within the County as may be from time to time determined by the Association, or as named in the notice calling the meeting.
3. Special meetings may be called by the Chairman or any three members of the Association, the time and place of such meeting to be named in the notice calling the meeting.
4. Notice of both regular and special meetings shall be upon two days clear notice to be sent by mail from Windsor or from such other place within the County as the Secretary for the time being may reside.
5. At all general and special meetings of the Company the Chairman of the Association shall preside if present, and in his absence the Vice-President shall preside, and in the absence of both, the meeting may appoint a Chairman.
6. The Secretary shall faithfully record the Minutes of the general and special meetings of the Association, but in his absence, the Association may by resolution appoint a Secretary pro tem to perform his duties. The Secretary shall be present also at such committee meetings as he may be asked to attend and shall perform the same duties at such meeting as are prescribed in respect to the general and special meetings of the Association, but if the Secretary be absent, any committee may if it is deemed advisable, appoint a Secretary pro tem to record the Minutes, and such Minutes when recorded and signed by the Chairman of the Committee and the Secretary, shall form a part of the records of the Association.
7. The order of business at all general meetings of the Association, shall be as follows:
 - (a) Reading Minutes of general and special meetings.
 - (b) Hearing reports of committees
 - (c) Discussing such matters relating to the operations of the Association as may be brought forward by any member thereof with power to take such action as the Association may deem advisable.

8. In addition to the monthly general and special meetings of the Association, there shall be a general annual meeting to be held within six months after the Association proceeds with the undertaking which it is authorized to undertake by its special Act, and such meeting shall be called in the same manner as is provided for by the other meetings of the Association.

9. At such meeting in addition to the Order of procedure hereinbefore provided for, the general meeting shall consider a report of the operations of the Association up to the time of the holding of the meeting, and shall at such meeting elect its Chairman, Vice-Chairman, Secretary-Treasurer, and shall be empowered to transact any other business of the Association in connection with its undertaking.

10. Thereafter yearly there shall be a general annual meeting called as aforesaid to transact similar duties and to have similar powers.

11. This By-law may be amended at any general meeting of the Association, provided a proposed amendment is contained in the notice calling the meeting, or provided that all members of the Association are present at the meeting and consent to the proposed amendment. Where, however, the notice contains the proposed amendment, a majority of the Association shall have power to decide.

PASSED this 20th day of June, 1928.

(Sgd.) E. B. Winter
Chairman

(SEAL) M. E. Brian
Secretary

BY-LAW NO

A By-law providing for the execution of an Agreement.

WHEREAS in accordance with Section 7, Sub-Section 1 of the Windsor, Essex and Lake Shore Rapid Railway Act (1928) the following municipalities have executed the agreement set forth in Schedule "A" to the said Act, namely, the City of Windsor, Townships of Sandwich West, Sandwich East, Sandwich South, Town of Essex, Township of Gosfield North, Town of Kingsville, Township of Gosfield South and Town of Leamington.

NOW THEREFORE THE WINDSOR, ESSEX AND LAKE SHORE ELECTRIC RAILWAY ASSOCIATION ENACTS AS FOLLOWS:

1. That the said agreements are hereby authorized and confirmed.

2. That the Chairman and Secretary be and they are hereby authorized and empowered to execute the said agreements under the seal of the Corporation.

This By-law shall come into force and effect immediately upon the final passing thereof.

FINALLY PASSED this 5th day of July A.D. 1928.

(SEAL)

(Sgd) E. B. Winter - Chairman M. E. Brian - Secretary

BY-LAW NO. 2

A By-law of the Windsor, Essex and Lake Shore Electric Railway Association for the purpose of ratifying and confirming a certain Agreement dated the 20th day of June, 1928, and the execution thereof, entered into under the Provisions of Chapter 99, 18 Geo. V. 1928, between the Association and the Windsor, Essex and Lake Shore Rapid Railway, to purchase and acquire physical assets of the said Railway.

WHEREAS pursuant to and under the provisions of the said Act the Chairman and Secretary of the Association, on behalf of the Association, duly entered into and executed the said agreement, and it is now desired to ratify and confirm the said agreement and the execution thereof.

BE IT THEREFORE ENACTED as a By-law of the Windsor, Essex and Lake Shore Electric Association as follows:

1. That the agreement dated the 20th day of June, 1928, entered into between the Association and the Windsor, Essex and Lake Shore Rapid Railway whereby the Association agreed to purchase the physical assets of the said Railway, be and the same is hereby ratified and confirmed.
2. That the execution of the said agreement on behalf of the Association by the Chairman and Secretary of the Association be and the same is hereby ratified and confirmed.
3. That for the purpose of identifying the said agreement a copy thereof be attached to this By-law as Schedule "A".
4. That this By-law shall come into force and effect immediately upon the passing thereof.

ENACTED AND PASSED the 20th day of July 1928.

(Sgd) E. B. Winter
Chairman
M. E. Brian
Secretary

(SEAL)

SCHEDULE "A" TO EXLAW NO. 2

THIS AGREEMENT made in duplicate the twentieth day of June One thousand nine hundred and twenty-eight.

BETWEEN:

WINDSOR, ESSEX & LAKE SHORE ELECTRIC RAILWAY
ASSOCIATION, hereinafter called "the Association"
OF THE FIRST PART
- and -
THE WINDSOR, ESSEX & LAKE SHORE RAPID RAILWAY,
hereinafter called "the Company"
OF THE SECOND PART

WHEREAS the Association was by Special Act of the Legislature of the Province of Ontario, by Chapter 99, 18 Geo. V. (1928), authorized and empowered on behalf of the Municipal Corporations in the said Act mentioned, among other things, to purchase and acquire the railway of the Company and all its undertakings, franchises and other assets.

AND WHEREAS the said Special Act further provided that if one or more of the Municipal Corporations named in the Act failed to pass the necessary By-Laws and to execute the agreement respecting the issuance and deposit of debentures according to the schedule in the said Act set forth, and the amount of such Debentures not so agreed to be issued and deposited did not exceed the sum of \$165,000.00 mentioned in the said Act, the Association might, under the circumstances and conditions in the said Act set forth proceed with the undertaking.

AND WHEREAS it has been deemed advisable by the Municipal Corporations which have passed the said By-Laws and have executed the said agreements to proceed with the undertaking, subject to the conditions hereinafter named, and to enter into an agreement with the said Company for the purchase of its undertaking, franchises and assets hereinafter more particularly set forth.

NOW THEREFORE THIS AGREEMENT WITNESSETH that for and in consideration of the premises and the agreements hereinafter contained, the said Association agrees with the said Company as follows:-

1. That the Company shall sell, transfer and convey to the Association all its physical assets, consisting of track, rails, real estate of every kind in the County of Essex, leases, franchises, easements, rolling stock, including auto buses, chattels, tools and equipment, traffic, freight and express agreements and without more particular enumeration this paragraph is intended to include all and every the real property, corporeal and incorporeal rights of the Company, so that its whole undertaking, equipment, shops, offices, warehouses and stations including also everything set out in inventory made by the Hydro Electric Power Commission of Ontario, dated the 2nd day of May 1927, and initialed by the parties for identification, shall be transferred to the Association.

2. The Association shall take full possession of the said property and all the rights of the Company therein on the First day of July 1928, or as soon thereafter as the Hydro Electric Power Commission of Ontario shall enter into an agreement to take over the re-construction, management and operation of the said railway, but not later than the 30th day of July, 1928, subject to the conditions hereinafter imposed, and shall thereafter be solely responsible for the operations of the railway and all liabilities in respect thereof.

3. The Association shall pay to the Company for the assets hereinbefore enumerated the sum of \$296,000 in cash or bonds of the Association sufficient to realize said sum at time of delivery, the same to be delivered as hereinafter provided. All taxes, rates, assessments, insurance and other like items shall be adjusted as of the date upon which possession is taken as provided in paragraph 2 hereof. And the said Bonds shall be delivered on or before the 30th day of September, 1928.

4. The purchase consideration payable by the Association shall be delivered to The Union Trust Company, Limited, and the Railway Company covenants, and agrees that it will deliver instructions to The Union Trust Company, Limited, to pay, discharge and satisfy out of such purchase consideration all debts, obligations, liabilities, charges and expenses of the Company of which The Union Trust Company, Limited, shall have notice up to the 31st day of December 1929, before which date the Company undertakes to secure the surrender of its Charter, whether the same are or are capable of becoming a lien or encumbrance against the property hereby agreed to be sold and conveyed or not, and undertakes also to secure the surrender of the Charter of the Windsor, Essex Rolling Stock Limited, and to pay the expenses connected with both surrenders, and that it will also instruct said The Union Trust Company, Limited, to discharge and satisfy out of such purchase consideration all liabilities of the Dominion Traction and Lighting Company, Limited, now existing or which may exist up to the 31st day of December, 1928, (save and except the liability of the Dominion Traction and Lighting Company, Limited, in respect of its First Mortgage Thirty Year Five percent. gold bonds and any liability of the Dominion Traction and Lighting Company Limited, under the Trust Deed dated May first, 1913, or any supplemental Trust Deeds securing the said bonds) and also all fees, remuneration, charges and/or expenses of The Union Trust Company, Limited, as Trustee of the said Trust Deed dated May First, 1913, and as Trustee under the Trust Deed dated 22nd October, 1907, securing an issue of Five percent. First Mortgage Bonds of the Windsor, Essex and Lake Shore Rapid Railway Company and also all fees, charges and expenses including legal fees and disbursements of the Dominion Traction and Lighting Company, Limited and the Railway Company and/or the Union Trust Company, Limited, and its agents in connection with this Agreement and matters preliminary or incidental thereto including the passing of the Windsor, Essex and Lake Shore Rapid Railway Act, 1928, and any expenses of meetings, negotiations, or other transactions in connection with or incidental to the passing of said Act and the carrying into operation and effect of the arrangements thereby contemplated also all fees and expenses of The Union Trust Company Limited, as Trustee of an issue of \$250,000 Second Mortgage Bonds of Windsor, Essex and Lake Shore Rapid Railway, Company, secured under Trust Deed dated the 17th day of November, 1913, between Windsor, Essex and Lake Shore Rapid Railway Company and The Union Trust Company, Limited.

5. The Company hereby covenants and agrees that all the foregoing fees, charges and expenses will be paid by it or cause to be paid by it out of the foregoing purchase consideration but the Association shall not be bound to see to the performance of the covenants in this paragraph contained.

6. It is further agreed that the Company shall pay or instruct The Union Trust Company, Limited, to pay to the Association out of such purchase consideration, all costs and expenses incurred by said Association including Solicitors fees and expenses and a reasonable allowance to the members of the said Association and its officers for attendance at the meetings of the Association. These fees and expenses to be paid the Association shall not exceed the sum of Five thousand dollars (\$5,000.00)

7. The Company warrants that the purchase consideration will be more than sufficient to discharge and satisfy all liens and encumbrances against the property of the Company, as well as all debts, obligations, charges and expenses enumerated in paragraphs 4, 5 and 6 hereof; and it is understood and agreed that the physical assets herein agreed to be sold, shall, in due course, be conveyed and transferred free from all liens and encumbrances whatsoever, notwithstanding anything to the contrary hereinbefore contained, and notwithstanding that the purchase consideration shall in the meantime be delivered to The Union Trust Company, Limited, as hereinbefore provided, and may be applied by said The Union Trust Company, Limited, from time to time as hereinbefore provided.

IN WITNESS WHEREOF the Association and the said Company have caused these presents to be executed under the hands of their proper officers and under their respective seals.

WINDSOR, ESSEX & LAKE SHORE ELECTRIC
RAILWAY ASSOCIATION

By

Chairman

Secretary

(SEAL)

THE WINDSOR, ESSEX & LAKE SHORE
RAPID RAILWAY.

By

President

Assistant Secretary

BY-LAW NO. 3

A BY-LAW of the Windsor and Lake Shore Electric Railway Association for the purpose of authorizing the entry of the Association into a contract, under the provisions of Chapter 99, 18 Geo.V 1928, with the Hydro Electric Power Commission of Ontario for the

management, construction, rehabilitation, extension, completion, equipment, maintenance and operation of the Windsor, Essex and Lake Shore Rapid Railway on behalf of the Association and the Corporations represented thereby, and for the performance by the Hydro Electric Power Commission of Ontario of other duties and obligations with respect to the management, construction, rehabilitation extension, completion, equipment, maintenance and operation of the said railway.

WHEREAS under the provisions of the above named Act the Association upon behalf of the said Corporation has duly entered into an agreement to purchase the physical assets of the Windsor Essex and Lake Shore Rapid Railway.

AND WHEREAS under the Provisions of the said Act the Association may with the consent of the majority of the said Corporations enter into a contract with any body corporate, commission or Railway Company operating any Railway in the County of Essex, providing for the rehabilitation, equipment, maintenance and operation of the said Railway on behalf of the Association and the said Corporation.

AND WHEREAS the majority of the said Corporations have by Municipal By-law consented to the entry of the Association into such a contract with the Hydro Electric Power Commission of Ontario.

NOW THEREFORE BE IT ENACTED as a By-law of the Windsor Essex and Lake Shore Electric Association as follows:

1. That the Association enter into an agreement with the Hydro Electric Power Commission for the rehabilitation, equipment, maintenance and operation of the Windsor, Essex and Lake Shore Rapid Railway.
2. That the Chairman and Secretary of the Association be and they are hereby authorized to execute the said agreement on behalf of the Association when the form of the said agreement has been settled between the parties thereto.
3. That the said agreement when so settled and executed be and the same is hereby ratified and confirmed.
4. That this By-law shall come into force and effect immediately upon the passing thereof.

ENACTED AND PASSED the 20th of July 1928.

(Sgd) M. E. Winter
Chairman
M. E. Brian
Secretary.

(SEAL)

THIS INDENTURE made the third day of January A D. 1929.

BETWEEN:

WINDSOR, ESSEX AND LAKE SHORE ELECTRIC RAILWAY
ASSOCIATION, hereinafter called the "ASSOCIATION"

OF THE FIRST PART

- and -

THE HYDRO-ELECTRIC POWER COMMISSION OF ONTARIO,
hereinafter called the "COMMISSION",

OF THE SECOND PART

WHEREAS the Association has been duly created and constituted under and in accordance with The Windsor, Essex and Lake Shore Rapid Railway Act, 1928, 18 Geo. V. Chapter 99;

AND WHEREAS the Association has entered into agreement in the form set out in the Schedule to the said Act with certain of the Municipal Corporations mentioned in the said Act for the acquisition and operation by the Association on behalf of the Corporations from time to time parties to the said Agreement (hereinafter called the "Corporations") of the electric railway now known as the Windsor, Essex and Lake Shore Rapid Railway, (hereinafter called the "Railway");

AND WHEREAS the Association has acquired the said Railway:

NOW THEREFORE THIS INDENTURE WITNESSETH that in consideration of the premises and for the consideration herein contained the Parties hereto mutually covenant, promise and agree as follows:-

1. The Association hereby authorizes and appoints the Commission as the agent of and on behalf of the said Association and said Corporations to manage, construct, rehabilitate, extend, complete, equip, maintain and operate the said Railway, and the Commission, as such agent and subject to all the terms, conditions, provisos and stipulations herein contained, accepts the said appointment and agrees to efficiently perform its duties in connection therewith; and to exercise all due skill and diligence so as to secure the most effective operation and service of the Railway; and the Commission as agent of the Association may have, enjoy, exercise and perform all the rights, powers, authorities, privileges, immunities, duties and obligations of the Association with respect to the Railway and the management, construction, rehabilitation, extension, completion, equipment, maintenance, operation, improvement, betterment, renewal and insurance thereof except always with respect to the issue of bonds;

2. The Commission shall be under no obligation whatever to commence, or having commenced to proceed with the rehabilitation, construction and equipment of the Railway, or to proceed with any extensions, improvements or additional works or equipment of any

kind in connection with the Railway except according to plans and specifications furnished by the Commission and authorized and approved by resolution of the Association, and any amendments or additions thereto or modifications thereof which shall be made by the Commission, nor unless the Association shall have furnished the Commission with the moneys, or given the Commission security satisfactory to the Commission for payment to the Commission of the moneys estimated by the Commission from time to time to be necessary to complete the said rehabilitation, construction, equipment, extensions, improvements, additional works and equipment, nor unless the Association shall have carried out and complied with all statutory requirements to be observed and performed by the Association, but the Commission shall be fully protected in acting according to such authorization and approval and shall be under no obligation to see to the observance or performance by the Association of said statutory requirements, and the Commission in carrying out any such works may make such amendments or additions to or modifications of such plans and specifications which in its sole discretion the Commission may deem to be necessary or desirable and the authorization and approval of the work by the Association according to the original plans and specifications shall be effective as an authorization and approval of the work according to said original plans and specifications as so amended, added to, or modified:

3. As part of the operation of the Railway, the Association authorizes the Commission:-

3. (a) to regulate and fix the fares and rates of toll to be collected by the Railway for all classes of service;

3. (b) to utilize the right-of-way and property of the Railway for all purposes from which it is possible to obtain a profit;

3. (c) Subject to the provisions of any Trust Indenture securing any bonds issued by the Association, to combine the equipment works and other property of the Railway with that used for power purposes by the Commission and for other railways operated by the Commission where such combination is in the opinion of the Commission feasible and may prove economical; and to apportion annually all charges respecting such equipment, works and other property in a fair manner having regard to the service furnished; provided that such apportionment may be by way of rental charges or otherwise; the apportionment of the Commission shall be final and binding;

3. (d) to permit and obtain interchange of traffic with other railways wherever possible and profitable;

4. THE ASSOCIATION SHALL:-

(a) furnish a free right-of-way for the Railway over any property of the Association and use its best endeavours to secure a free right-of-way for the Railway over the property of any of the Corporations upon request of the Commission and secure to the Commission free use of all land, property and other facilities available to the Association;

4. (b) Make no agreement or arrangement with and grant no franchise, license or inducement to any other railway or transportation company, body corporate or commission without the written consent of the Commission; and take all means within the power of the Association to ensure to the Commission the exclusive right of furnishing in any manner whatsoever local transportation within the boundaries of any of the Corporations;

4. (c) keep, observe and perform the covenants, provisoes and conditions set forth in this contract intended to be kept, observed and performed by the Association, and execute such further and other documents and pass such By-laws and Resolutions as may be requested by the Commission for the purpose of fully effectuating the objects and intent of this contract, and use its best endeavour to secure from the said Corporations such further and other documents and by-laws as may be requested by the Commission for the purpose of fully effectuating the objects and intent of this contract;

4. (d) Issue all bonds, debentures and other securities, collect and pay over all moneys and generally do all acts and carry out all obligations required or imposed in addition to or substitution for any of the provisions of this agreement by any Statute of Ontario relating to the said Railway;

5. The Commission to the extent that the same may be available shall apply the revenue derived from operation of the Railway and all other revenue derived from the undertaking to the payment of working expenditure including the supply of electrical power or energy and to meet the cost of administration and such other deductions as are provided for in this agreement; the Commission may in its discretion set aside from any revenue thereafter remaining such sum each year as the Commission may determine to be desirable for the renewal of any works belonging in whole or in part to the undertaking and for reserves for working expenditure, for obsolescence, depreciation, and contingencies; and provided the Association be not in default under this agreement, the Commission shall pay over annually to the Association all surplus that remains after providing for the foregoing items in this clause; the decision of the Commission as to what is included under this clause and what is capital expenditure shall be final and binding;

6. The Association shall be responsible for and bear all costs in relation to the Railway, its property and works, including without limiting the generality of the foregoing all cost of acquiring, rehabilitating, constructing, equipping, operating, maintaining, repairing, renewing and insuring the Railway and the Commission shall be under no obligation whatever to provide any moneys therefor;

7. In case the Commission shall at any time or times be prevented from operating the Railway or any part thereof by strike, lock-out, riot, fire, invasion, explosion, hurricane, flood, act of God or the King's enemies, or any other cause which may reasonably be deemed to be beyond its control, then the Commission shall not be bound to operate the Railway or such part thereof during such time, but the Association shall not be relieved from any

liability or payment under this contract and as soon as the cause of such interruption is removed the Commission shall without any delay continue operation of the Railway, and the Association shall be prompt and diligent in doing everything in its power to remove and overcome any such cause or causes of interruption;

8. Subject to the provisions of any Trust Indenture securing any bonds issued by the Association the Commission may, and the Association hereby authorizes the Commission, to unite the business of the Railway with that of any other railway system operated in whole or in part by the Commission and to acquire, equip and operate busses and bus lines instead of any line or lines of the Railway or by way of extension thereof wherever it may appear to the Commission advantageous and profitable from time to time, and to exchange equipment and operators from one system to another, provision being made so that each system shall pay its proportionate share as adjusted by the Commission of the cost of any operators and of any equipment and other property used in common including the cost of operation thereof; provided that the acquisition or lease of, or obtaining of running rights over, any steam railway, electric or street railway or bus line or any part thereof may be deemed a uniting of business as aforesaid or may be included as part of the Railway maintained or operated by the Commission under this contract;

9. Without the approval of the Commission, the Association shall not make any extension to the Railway or construct any other railway or acquire, undertake, lease or obtain running rights over any steam railway, or other electric railway or any street railway or any buses or bus line or any part thereof; but when so approved the same shall in every case become part of the Railway;

10. The Association covenants and agrees with the Commission to co-operate by all means in its power at all times with the Commission in creating the most favourable conditions for the carrying out of the objects of this contract and for increasing the revenue of the Railway and for insuring its success;

11. In any financial year if for any reason there be a deficit because the revenue derived from the operation of the Railway and all other revenue derived from the undertaking be insufficient to meet the working expenditure including the supply of electrical power or energy and to meet the cost of administration and such other deductions as are provided for in this agreement and such sum as the Commission may determine as desirable to set aside for the renewal of any works belonging in whole or in part to the undertaking and for reserves for working expenditure, obsolescence depreciation and contingencies, or if there be a deficit because the moneys furnished by the Association to the Commission shall be insufficient to meet the cost, either estimated or actual, of the rehabilitation, construction, equipment, management or operation of, or of extensions, improvements, additional works and equipment for, the Railway which may be undertaken by the Commission pursuant to this agreement as the agent of the Association and on behalf of the Association and the Corporations, or if the Commission shall

have made any expenditure or incurred any liability or obligations whatever in connection with the rehabilitation, construction, equipment, management, or operation of, or with extensions, improvements or other work and equipment for or in connection with the Railway to meet which sufficient moneys have not been furnished by the Association to the Commission, the amount of such deficit or deficits, and the amount of such expenditures, liabilities and obligations, shall be forthwith upon demand paid to the Commission by the Association; and the Commission, so long as such expenditures, obligations and liabilities are not paid or satisfied shall have a lien therefor upon the Railway and all land, equipment, works and other property held or used in connection therewith, which lien shall, however, be subject and subordinate or by any trust indenture in favour of the holders of any of the Bonds of the Association or in favour of any Trustee for the holders of such Bonds;

12. If the Association should fail to perform any obligation under this agreement or if any Corporation should fail to perform any obligation under the said Act or any other Act now or hereafter passed or any amendment thereto, or under the said agreement or in connection with the Railway, the Commission in addition to all other remedies and without liability to the Commission may with or without notice and in its absolute discretion discontinue the service of the Railway in whole or in part and also terminate this agreement, and upon such termination the Commission shall have no further obligation under this agreement; no such discontinuance of service shall relieve the Association or any Corporation from the performance of any obligation contained in this agreement or to be performed under the said Acts or any amendments thereto or the said agreement between the Association and the Corporations;

13. Whenever any Municipal or other work is carried out which in any way affects the Railway but is not a portion of the Railway, no part of the cost of the same shall be charged against the revenue of the Railway but the said cost shall be paid by the Corporation or Corporations within the boundaries of which the work is done, and the said Corporation or Corporations shall indemnify and save harmless the Association and the Commission therefrom; EXCEPTING always in special cases of small matters where the Commission may be willing that such cost be treated and paid as working expenditure;

14. If at any time the Commission deem it necessary for proper and efficient operation of the Railway to construct a connection or connections between the Railway and any other railway operated by the Commission, the Commission may construct such connection and the cost thereof shall be apportioned by the Commission between the Railway and such other railway operated by the Commission, and such apportionment may be by way of rental charges or otherwise; provided that the part of the cost apportioned to the Railway under this agreement shall be met as the Commission may determine;

15. (1) The Commission shall not be liable to the Association or the Corporations or otherwise in any way by reason of any

error or omission in any reports, estimates, plans or specifications made for the Association prior to the entering upon this contract, or made thereafter in pursuance thereof or for any act or omission of the Commission in exercising or purporting to exercise the powers and authorities conferred upon it by this agreement, or otherwise;

15. (2) The Commission as regards all powers and authorities conferred upon it by this agreement shall have absolute and uncontrolled discretion as to the exercise thereof whether in relation to the manner or to the mode or to the time of such exercise and the Commission shall not be liable to the Association or to the Corporations in any way for its exercise of such discretion;

16. The Commission shall have the conduct and control of all claims and actions brought in respect of the Railway whether for alleged negligence arising out of the operation of the railway or for any other matter or thing in connection with the Railway and may defend or compromise, settle or dispose of the same as it deems expedient, and such defence, compromise, settlement or disposal shall be binding upon the Association and the Corporations; if the Association is liable thereon for any amount beyond the insurance, if any, carried by the Commission, the Solicitor of the Association shall be notified by the Commission;

17. The Commission shall not be obliged to undertake or continue any work or responsibility under this agreement until the moneys necessary therefor shall have been furnished by the Association and arrangements satisfactory to the Commission have been made by the Association for the payment of the same to the Commission as and when required by the Commission;

18. The Association as principal hereby agrees to indemnify and save harmless its agent the Commission from and against all liability, loss, damage, claims, demands, costs, charges and expenses in connection with the Railway;

19. The Association may with the approval of the Commission assign the benefit and advantage of this agreement to the Trustee under the Trust Indenture securing the bonds issued by the Association for capital expenditure for the Railway;

20. By way of compensation to the Commission for the performance of its obligations hereunder the Association agrees to pay to the Commission the cost to the Commission as determined by the Commission of all work done and services performed by it pursuant to this agreement, and the cost to the Commission as determined by the Commission in accordance with The Power Commission Act of supplying electrical power or energy for the purposes of the Railway, which power or energy the Commission is hereby exclusively authorized to supply and the Commission may deduct such costs payable to it so far as the same may be available from the revenue derived from the operation of the Railway.

IN WITNESS WHEREOF the Commission and the Association have caused this contract to be executed under their corporate seals and the hands of their proper officers duly authorized thereto.

WITNESS

WINDSOR, ESSEX AND LAKE SHORE ELECTRIC
RAILWAY ASSOCIATION

Chairman

Secretary

THE HYDRO-ELECTRIC POWER COMMISSION OF
ONTARIO

Chairman

Secretary

BY-LAW NO. 4

A BY-LAW of the Windsor, Essex & Lake Shore Electric Railway Association to authorize the execution of an agreement between the Association and the Hydro Electric Power Commission of Ontario for the rehabilitation and operation of the Windsor Essex and Lake Shore Rapid Railway.

WHEREAS by By-law No. 3, the Association was authorized under the provisions of the Special Act creating the Association, to enter into a contract with the Hydro Electric Power Commission of Ontario for the purposes in the said By-law mentioned.

AND WHEREAS such an agreement has been prepared and settled between the Association and the Commission, and the same has been presented to this meeting and has been found satisfactory.

AND WHEREAS it is deemed advisable to pass this additional By-law for the approval of the said Agreement and to re-authorize its execution.

NOW THEREFORE be it enacted as a By-law of the Windsor Essex and Lake Shore Electric Railway Association as follows:

1. The Association hereby approves of the Agreement as settled between the Hydro Electric Power Commission of Ontario and this Association as presented to this meeting.

2. That the Chairman and Secretary of the Association be and they are hereby authorized to execute the said agreement in duplicate under the Seal of the Association on behalf of the Association, and the Secretary is authorized to send the same to the Hydro Electric Power Commission for execution on its part.

This By-law shall come into force and effect immediately upon the final passing thereof.

ENACTED AND PASSED this 3rd day of January, 1929.

(Sgd) E. B. Winter
Chairman
M. E. Brian
Secretary

(SEAL)

BY-LAW NUMBER 5

WHEREAS pursuant to the authority contained in an Act passed by the Legislature of the Province of Ontario, Chapter 99, 18 George V, the Windsor, Essex and Lake Shore Electric Railway Association has entered into an Agreement in the form set out in Schedule "A" to said Act with the Municipal Corporations of the Townships of Sandwich West, Sandwich East, Sandwich South, Gosfield North and Gosfield South and the Towns of Essex, Kingsville and Leamington and the City of Windsor, and by virtue of said Act the said Agreement is legal, valid and binding upon the said Municipal Corporations and upon the Association, and the Association and Corporations are empowered to exercise all powers necessary to the effectual performance by the Association and the said Municipal Corporations of all the terms, provisions, covenants, stipulations and conditions contained in said Agreement.

BE IT ENACTED as a By-law of the Windsor, Essex and Lake Shore Electric Railway Association as follows:-

1. That for the purpose of covering the cost of acquiring rehabilitating, constructing and equipping the Windsor, Essex and Lake Shore Rapid Railway on behalf of said Municipal Corporations the Association do create and issue Bonds of the Association to the aggregate principal amount of One million dollars (\$1,000,000), bearing date the 1st day of September, 1928, maturing on the 1st day of September 1959, carrying interest at the rate of six per centum (6%) per annum payable half yearly on the 1st days of March and September in each year, and payable as to both principal and interest and premium (if any) in gold coin of lawful money of Canada at the principal office of the Canadian Bank of Commerce in any of the Cities of Windsor, Toronto, Winnipeg and Montreal in the Dominion of Canada or in gold coin of the United States of America of the present standard of weight and fineness fixed for gold coins by the laws of the United States of America at the agency of the said Bank in the City of New York, U.S.A., at holder's option.

2. That the said Bonds be in coupon form registerable as to principal only and have coupons attached thereto for the payment of the interest.

3. That the said Bonds shall be sealed with the Corporate Seal of the Association and shall be signed by the Chairman or Vice-Chairman of the Association and shall be countersigned by the Secretary or Assistant Secretary of the Association holding office at the time of signing and notwithstanding any change in any of the persons holding said offices between the time of actual signing and the certifying and delivery of the Bonds, and notwithstanding the Chairman or Vice-Chairman and Secretary or Assistant Secretary signing may not have held office at the date of the Mortgage Deed of Trust hereinafter mentioned or at the date of the Bonds, or the date of the certifying and delivery thereof, the Bonds so signed shall be valid and binding upon the Association.

4. That the interest coupons attached to the Bonds shall have engraved or lithographed or printed thereon the signature of the Secretary or Assistant Secretary of the Association, and such signature shall for all purposes be deemed to be signed by him, and shall be binding upon the Association, notwithstanding that the person whose signature may have been so engraved or lithographed or printed is not at the date of the Mortgage Deed of Trust hereinafter mentioned or at the date of the Bonds or at the date of the certifying and delivery thereof, the Secretary or Assistant Secretary of the Association.

5. That the said Bonds and interest coupons shall be substantially in the form set out in the Mortgage Deed of Trust hereinafter mentioned, and shall be callable or redeemable in whole or in part in advance of their regular maturity at the prices, on the terms and in the manner set forth and provided in said Mortgage Deed of Trust.

6. That the said Bonds be secured by a Mortgage Deed of Trust from the Association to the Union Trust Company, Limited, as Trustee, creating a first and specific mortgage, charge, assignment, transfer and pledge and a first floating charge in favor of the Trustee of and upon all the real and immovable, personal and movable property, rights, incomes, powers, privileges, franchises and all the undertakings and assets of the Company present and future including but without limiting the generality of the foregoing all the rights, powers, privileges and remedies conferred upon the Association under said Agreement between the Association and said Municipal Corporations hereinbefore referred to and all benefit and advantage to be derived therefrom, and of and upon the Debentures of said Municipal Corporations to the aggregate principal amount of One Million One Hundred Thousand Dollars (\$1,100,000.00) to be lodged and deposited with the Association pursuant to the terms of said Agreement and of said Statute, the whole as more fully set forth and stipulated in the said Mortgage Deed of Trust hereinafter referred to.

7. That the Union Trust Company, Limited be and it is hereby appointed Trustee for the holders of said Bonds under said Mortgage Deed of Trust.

8. That the draft of the Mortgage Deed of Trust between the Association and the Union Trust Company, Limited, as Trustee, which has been prepared and submitted to this Meeting and drawn to secure said Bonds of the Association, and all the provisions, terms, covenants, stipulations, provisions and conditions therein contained and in the Schedules thereto, including Sinking Fund provisions and provisions for the calling or redemption of Bonds be and the same are hereby approved to the same extent and effect as if the said Mortgage Deed of Trust and the Schedules attached thereto were set out in full and as part of this By-law, provided that the Chairman or Vice-Chairman of the Association shall have the right to make such directions, changes or additions therein and thereto as he may approve, such approval to be conclusively established by his execution of the said Deed, and that a Mortgage Deed of Trust substantially in the form of the draft submitted to this Meeting with such corrections, changes or additions therein or thereto as may be made by the Chairman or Vice-Chairman as aforesaid and all other deeds and documents necessary or advisable as incidental or supplemental thereto be executed and delivered on behalf of the Association and be signed and executed in the name of the Association by the Chairman or Vice-Chairman and by the Secretary or Assistant Secretary of the Association, and that the Corporate Seal of the Association be affixed thereto.

9. That the said Bonds be executed by the Association and delivered to said Trustee to be certified and delivered in accordance with the provisions of the said Mortgage Deed of Trust.

10. That the said Bonds of the Association may be sold, hypothecated, pledged or otherwise disposed of or any part or parts of the said Bonds on such terms and conditions and at such price or prices and either at par or at a discount or at a premium as the Association may deem advisable, but only after deposit with the Association of the Debentures of such Municipal Corporations as provided in said Agreement.

ENACTED AND PASSED this 10th day of January, 1929.

(Sgd) E. B. Winter
Chairman
M. E. Brian
Secretary.

BY-LAW of the Windsor, Essex and Lake
Shore Electric Railway Association,
providing for the issue of Debentures

BY-LAW NO. 6

WHEREAS pursuant to the authority contained in proposed Act which is to be made retroactive to cover these proceedings, the Association is empowered to issue Debentures to the principal amount of \$200,000.00 for the purpose of providing capital for

working expenditure of the Railway agreed to be taken over by the Corporations signatory to the agreement, Schedule "A", Chapter 99, 18 George V. and for providing any deficit caused by the revenues of the Railway being insufficient to meet the working expenditure of the said Railway in any year, and providing for any other charges or liabilities for which the Association may be responsible or for any of the said purposes.

AND WHEREAS it is provided in the said proposed Act that the Association is authorized and required to deliver to the Hydro Electric Power Commission of Ontario, debentures of the Association issued under the provisions of the said proposed Act to the principal amount of \$100,000.00.

BE IT ENACTED as a By-law of the Windsor, Essex and Lake Shore Electric Railway Association as follows:

1. That for the purpose of providing capital for working expenditure of the said Railway or providing for any deficit caused by the revenues of the said Railway being insufficient to meet the working expenditure in any year and providing for any other charges or liabilities for which the Association may be responsible or for any of the said purposes, the Association do issue debentures of the Association with the principal amount of Two hundred thousand dollars (\$200,000.00) under and by virtue of the provisions and subject to the terms and conditions of the said proposed Act; such Debentures to bear date the First day of February, 1929, and maturing on the First day of February, 1934, and carrying interest at the rate of six per centum per annum, payable half-yearly on the first days of August and February in each year, and payable as to both principal and interest in Gold Coin of lawful money of Canada at the principal office of the Bank of Montreal at Toronto, Ontario.
2. That the said Debentures be in coupon form registerable as to principal only and have coupons attached thereto for the payment of the interest.
3. That the said Debentures shall be sealed with the Corporate seal of the Association and shall be signed by the Chairman or Vice-Chairman of the Association, and shall be counter-signed by the Secretary or Assistant Secretary of the Association holding office at the time of signing and notwithstanding any change in any of the persons holding said offices between the time of actual signing and the certifying and delivery of the Debentures, and notwithstanding the Chairman or Vice-Chairman and Secretary or Assistant Secretary signing may not have held office at the date of the Mortgage Deed of Trust hereinafter mentioned or at the date of the Debentures, or the date of the certifying and delivery thereof, the Debentures so signed shall be valid and binding upon the Association.
4. That the interest coupons attached to the Debentures shall have engraved or lithographed or printed thereon the signature of the Secretary or Assistant Secretary of the Association.

and such signature shall for all purposes be deemed to be signed by him, and shall be binding upon the Association, notwithstanding that the persons whose signature may have been so engraved or lithographed or printed is not at the date of the Mortgage Deed of Trust hereinafter mentioned or at the date of the Debentures or at the date of the certifying and delivery thereof, the Secretary or Assistant Secretary of the Association.

5. That the said Debentures of the Association may be sold lithographed, pledged or otherwise disposed of or any part or parts of the said Debentures on such terms and conditions and at such price or prices and either at par or at a discount or at a premium, as the Association may deem advisable.

6. That the Association shall forthwith deliver to the Hydro Electric Power Commission of Ontario, in principal amount, One hundred thousand dollars (\$100,000.00) of Debentures so issued, and the remainder thereof shall be retained by the Association to be dealt with by it pursuant to the provisions of the said proposed Act.

This By-law shall come into force and effect immediately upon the final passing thereof.

ENACTED AND PASSED this tenth day of January, 1929.

(Sgd) E. B. Winter
Chairman
M. E. Brian
Secretary.

(SEAL)

BY-LAW NO. 7

A BY-LAW OF THE WINDSOR, ESSEX AND LAKE
SHORE ELECTRIC RAILWAY ASSOCIATION

WHEREAS it is deemed advisable to repeal By-law No. 5 of the said Association.

NOW THEREFORE the Windsor, Essex and Lake Shore Electric Railway Association enacts as follows:

1. That By-law No. 5 of the Association be and the same is hereby repealed.

This By-law shall come into force and effect immediately after the final passing thereof.

PASSED this 18th day of January 1929.

(Sgd) E. B. Winter
Chairman
M. E. Brian
Secretary.

(SEAL)

BY-LAW NUMBER 8

WHEREAS pursuant to the authority contained in an Act passed by the Legislature of the Province of Ontario, Chapter 99, 18 George V. the Windsor, Essex and Lake Shore Electric Railway Association has entered into an Agreement in the form set out in Schedule "A" to said Act with the Municipal Corporations of the Townships of Sandwich West, Sandwich East, Sandwich South, Gosfield North and Gosfield South and the Towns of Essex, Kingsville and Leamington and the City of Windsor and by virtue of said Act the said Agreement is legal, valid and binding upon the said Municipal Corporations and upon the Association, and the Association and Corporations are empowered to exercise all powers necessary to the effectual performance by the Association and the said Municipal Corporations of all the terms, provisions, covenants, stipulations and conditions contained in said Agreement.

BE IT ENACTED as a By-law of the Windsor, Essex and Lake Shore Electric Railway Association as follows:-

1. That for the purpose of covering the cost of acquiring rehabilitating, constructing and equipping the Windsor, Essex and Lake Shore Rapid Railway on behalf of said Municipal Corporations the Association do create and issue Bonds of the Association to the aggregate principal amount of One Million Dollars (\$1,000,000), bearing date the 1st day of February 1929, maturing on the 1st day of September 1959, carrying interest at the rate of six per centum (6%) per annum payable half yearly on the 1st days of August and February in each year and payable as to both principal and interest and premium (if any) in gold coin of lawful money of Canada at the principal office of the Canadian Bank of Commerce in any of the Cities of Windsor, Toronto, Winnipeg and Montreal, in the Dominion of Canada or in gold coin of the United States of America of the present standard of weight and fineness fixed for gold coins by the laws of the United States of America at the agency of the said Bank in the City of New York, U.S.A., at holder's option.

2. That the said Bonds be in coupon form registerable as to principal only and have coupons attached thereto for the payment of the interest.

3. That the said Bonds shall be sealed with the Corporate Seal of the Association and shall be signed by the Chairman or Vice-Chairman of the Association and shall be countersigned by the Secretary or Assistant Secretary of the Association holding office at the time of signing and notwithstanding any change in any of the persons holding said offices between the time of actual signing and the certifying and delivery of the Bonds, and notwithstanding the Chairman or Vice-Chairman and Secretary or Assistant Secretary signing may not have held office at the date of the Mortgage Deed of Trust hereinafter mentioned or at the date of the Bonds or the date of the certifying and delivery thereof, the Bonds so signed shall be valid and binding upon the Association.

4. That the interest coupons attached to the Bonds shall have engraved or lithographed or printed thereon the signature of the Secretary or Assistant Secretary of the Association, and such signature shall for all purposes be deemed to be signed by him, and shall be binding upon the Association, notwithstanding that the person whose signature may have been so engraved or lithographed or printed is not at the date of the Mortgage Deed of Trust hereinafter mentioned or at the date of the Bonds or at the date of the certifying and delivery thereof, the Secretary or Assistant Secretary of the Association.

5. That the said Bonds and interest coupons shall be substantially in the form set out in the Mortgage Deed of Trust hereinafter mentioned, and shall be callable or redeemable in whole or in part in advance of their regular maturity at the prices, on the terms and in the manner set forth and provided in said Mortgage Deed of Trust.

6. That the said Bonds be secured by a Mortgage Deed of Trust from the Association to the Union Trust Company, Limited, as Trustee, creating a first and specific mortgage, charge, assignment, transfer and pledge and a first floating charge in favor of the Trustee of and upon all the real and immovable, personal and movable property, rights, incomes, powers, privileges, franchises and all the undertaking and assets, of the Company present and future including but without limiting the generality of the foregoing all the rights, powers, privileges and remedies conferred upon the Association under said Agreement between the Association and said Municipal Corporations hereinbefore referred to and all benefit and advantage to be derived therefrom and of and upon the Debentures of said Municipal Corporations to the aggregate principal amount of One million one hundred thousand dollars (\$1,100,000.00) to be lodged and deposited with the Association pursuant to the terms of said Agreement and of said Statute, the whole as more fully set forth and stipulated in the said Mortgage Deed of Trust hereinafter referred to.

7. That the Union Trust Company, Limited be and it is hereby appointed Trustee for the holders of said Bonds under said Mortgage Deed of Trust.

8. That the draft of the Mortgage Deed of Trust between the Association and the Union Trust Company, Limited as Trustee which has been prepared and submitted to this Meeting and drawn to secure said Bonds of the Association, and all the provisions, terms, covenants, stipulations, provisos and conditions therein contained and in the Schedules thereto, including Sinking Fund provisions and provisions for the calling or redemption of Bonds, be and the same are hereby approved to the same extent and effect as if the said Mortgage Deed of Trust and the Schedules attached thereto were set out in full and as part of this By-law, provided that the Chairman or Vice-Chairman of the Association shall have the right to make such directions, changes or additions therein and thereto as he may approve, such approval to be conclusively

established by his execution of the said Deed and that a Mortgage Deed of Trust substantially in the form of the draft submitted to this meeting with such corrections, changes or additions thereto or thereto as may be made by the Chairman or Vice-Chairman as aforesaid and all other deeds and documents necessary or advisable as incidental or supplemental thereto be executed and delivered on behalf of the Association and be signed and executed in the name of the Association by the Secretary or Assistant Secretary of the Association, and that the Corporate Seal of the Association be affixed thereto.

9. That the said Bonds be executed by the Association and delivered to said Trustee to be certified and delivered in accordance with the provisions of the said Mortgage Deed of Trust.

10. That the said Bonds of the Association may be sold, hypothecated, pledged or otherwise disposed of or any part or parts of the said Bonds on such terms and conditions and at such price or prices and either at par or at a discount or at a premium as the Association may deem advisable, but only after deposit with the Association of the Debentures of said Municipal Corporations as provided in said Agreement.

ENACTED AND PASSED this 18th day of January, 1929.

(Sgd) E. B. Winter
Chairman
M. E. Brian
Secretary (SEAL)

BY-LAW NO. 10

BY-LAW OF THE WINDSOR, ESSEX AND LAKE SHORE
ELECTRIC RAILWAY ASSOCIATION.

WHEREAS it is deemed advisable to repeal By-laws Nos. 6 and 8 of the said Association.

NOW THEREFORE the Windsor, Essex and Lake Shore Electric Railway Association enacts as follows:

1. That By-laws Nos. 6 and 8 of the Association be and the same are hereby repealed.

This By-law shall come into force and effect immediately after the final passing thereof.

FINALLY PASSED this 21st day of June, A.D. 1929.

(Sgd) E. B. Winter
Chairman
M. E. Brian
Secretary

(SEAL)

BY-LAW NO. 11

A By-law providing for the Execution
of an Amending Agreement

WHEREAS by virtue of the provisions of Schedule "A" to the Windsor, Essex and Lake Shore Rapid Railway Act, 1928, provision was made for amending the Agreement, Schedule "A" to the said Act, with the consent of the Lieutenant-Governor-in-Council.

AND WHEREAS the Association and the Corporations have agreed upon certain amendments to the said Agreement, Schedule "A", a copy of which is hereto attached.

AND WHEREAS the Lieutenant-Governor-in-Council has consented to such amendments.

AND WHEREAS it is deemed advisable to authorize the execution of the agreement respecting such amendments.

NOW THEREFORE the Windsor, Essex and Lake Shore Electric Railway Association enacts as follows:

1. That the said Amendments be and the same are hereby authorized and confirmed, and that the same shall be carried out.
2. That the Chairman and Secretary be and they are hereby authorized to execute the said Amending Agreement under the Seal of the Corporation.

This By-law shall come into force and effect immediately upon the final passing thereof.

FINALLY PASSED this 21st day of June A.D. 1929.

(Sgd) E. B. Winter
Chairman

H. B. Brian
Secretary.

(SEAL)

AGREEMENT dated the 15th day of May 1929.

BETWEEN

WINDSOR, ESSEX AND LAKE SHORE ELECTRIC RAILWAY
ASSOCIATION, (hereinafter called the "Association")

OF THE FIRST PART, AND

THE CORPORATIONS OF THE TOWNSHIP OF SANDWICH WEST;
TOWNSHIP OF SANDWICH EAST, TOWNSHIP OF SANDWICH
SOUTH, TOWNSHIP OF GOSFIELD NORTH, TOWNSHIP OF
GOSFIELD SOUTH, TOWN OF ESSEX, TOWN OF KINGSVILLE,
TOWN OF LEAMINGTON and CITY OF WINDSOR, (hereinafter
called the "Corporations"),

OF THE SECOND PART

WHEREAS the Association and the Corporations have entered
into an Agreement in the form set forth as Schedule "A" to an Act
of the Legislature of the Province of Ontario passed in the year
1928 as Chapter 99, and it is desirable to amend said Agreement.

NOW THEREFORE IT IS MUTUALLY AGREED BY AND BETWEEN THE
PARTIES HERETO AS FOLLOWS:

1. The reference in the following amendments to the para-
graphs and lines of said Agreement refer to the paragraphs and
lines in the form set out as said Schedule "A" to said Statute
and the corresponding lines and paragraphs in the Agreement as
actually executed.

2. The said Agreement is hereby amended as follows:

(a) By striking out the fourth and fifth lines of paragraph
3 (a) and substituting the following:

"(\$1,000,000) and the Association from time to time
subject to the provisions of this Agreement and of the
Trust Indenture securing the said Bonds may increase
such Bond issue by the issue of series of further".

(b) By striking out the words "at the time of issuing said
Bonds" where they appear in the fifth and sixth lines of paragraph
3 (c) of said Agreement.

(c) By striking out the last three words of the seventh line
of the paragraph 3 (c) of said Agreement and substituting therefor
the following:

"and, subject to the provisions of paragraph four of
this Agreement and to the provisions of the Trust
Indenture securing the said Bonds, shall rank pari".

(d) By striking out the word "Railway" where it appears in the second last line of paragraph 3 (c) of said Agreement and by substituting therefor the word "Association".

(e) By adding at the end of paragraphs 4 (a) and 4 (b) of said Agreement the following:

"and the By-laws authorizing the issue of the Debentures of the Corporations may be passed either before or after the By-law or By-laws of the Association authorizing the issue of its Bonds."

(f) By striking out paragraph 4 (c) of said Agreement and substituting the following:

"The Debentures of any Municipal Corporation or Corporations issued pursuant to this Agreement and deposited with the Association in respect of any series of Bonds issued or to be issued by the Association shall be held or disposed of by the Association in trust exclusively for the holders of such series of Bonds of the Association and as security for the payment of such series of Bonds of the Association in respect of which such Debentures have been issued and deposited in such manner and at such time or times and upon such terms and conditions as the Association in its sole discretion may determine and any monies at the credit of the Sinking Fund in the hands of the Trustee for any Bonds of the Association shall be held and disposed of by said Trustee exclusively for the benefit of the holders of the series of Bonds of the Association in respect of which such monies have been paid to said Trustee."

(g) By striking out the first eight lines of paragraph 4 (f) of said Agreement and substituting the following:

"The Association in lieu of holding the said Debentures may lodge, mortgage, hypothecate, charge and pledge the said Debentures or any of them to a Trust Company or Corporation as Trustee for the exclusive benefit and security of the holders of the series of Bonds of the Association in respect of which said Debentures have been issued and deposited with the Association and may give said Trustee such power to sell, dispose of or realize upon such Debentures as the Association in its sole discretion may deem advisable and for such purpose the Association may enter into, execute and deliver any Agreement, Trust Indenture or other document, which when executed shall be legal, valid and binding on the Association and the Corporations and the ratepayers thereof containing such powers, terms and conditions and such mortgage charge and pledge including a mortgage and charge on the whole or any part of the Railway and every extension thereof and any or all of the lands and interests in lands, buildings".

(h) By striking out the twenty-first and twenty-second lines of paragraph 4 (g) of said Agreement and substituting therefor the following:

"aforesaid shall be paid to said Trustee for the benefit of the holders of the series of Bonds of the Association in respect of which said Debentures have been issued and deposited with the Association and any such interest monies shall be applied by said Trustee in the payment of interest on such series of Bonds of the Association and any Sinking Fund monies shall be added to the Sinking Fund of the Association in respect of such series of Bonds".

IN WITNESS WHEREOF the Association and the Corporations have respectively affixed their Corporate Seals and the hands of their proper officers.

SIGNED, SEALED AND DELIVERED : WINDSOR, ESSEX AND LAKE SHORE
: ELECTRIC RAILWAY ASSOCIATION

In the Presence of

:
: (Sgd) E. B. Winter
: Chairman
:
: M. E. Brian
: Secretary

WINDSOR, ESSEX AND LAKE SHORE ELECTRIC RAILWAY ASSOCIATION

BY-LAW NUMBER 12

A By-law to authorize the creation and issue of Bonds of the Association.

BE IT ENACTED as a By-law of the WINDSOR, ESSEX AND LAKE SHORE ELECTRIC RAILWAY ASSOCIATION as follows:-

1. That pursuant to the authority contained in The Windsor, Essex and Lake Shore Rapid Railway Act 1928 and The Windsor, Essex and Lake Shore Rapid Railway Act 1929, and for the purpose of covering the cost of acquiring rehabilitating, constructing and equipping the Windsor, Essex and Lake Shore Rapid Railway the Association do create and issue Bonds of the Association to the aggregate principal amount of One million dollars (\$1,000,000.00) in the first instance subject to the increase of said Bond issue by the issue in series of further Bonds of the Association from time to time for such amount as the Association may deem necessary to cover the capital cost of extensions, improvements and additional properties, works and equipment of any kind or any of them for use on or in connection with the Railway.
2. That the said Bonds to be issued in the first instance to the aggregate principal amount of One million dollars (\$1,000,000.00) shall be designated Series "A" Bonds and shall be

dated as of 1st February, 1929, shall mature on 1st February 1959, and shall carry interest at the rate of Six per centum (6%) per annum payable half yearly on the 1st days of February and August in each year and be payable as to both principal and interest and premium (if any) in gold coin of lawful money of Canada at the principal office of The Canadian Bank of Commerce in any of the Cities of Windsor, Toronto, in the Province of Ontario; Montreal, in the Province of Quebec; Winnipeg, in the Province of Manitoba and Vancouver, in the Province of British Columbia, in the Dominion of Canada, or in gold coin of the United States of America of the present standard of weight and fineness fixed for gold coins by the laws of the United States of America at the agency of the said Bank in the City of New York, U.S.A., at holder's option.

3. That the said Series "A" Bonds to the aggregate principal amount of One million dollars (\$1,000,000) and said further Bonds, if any, constituting an increase in said Bond issue be secured by a Mortgage Deed of Trust from the Association to and in favor of a Trustee for the holders of the said Bonds creating such mortgage, charge, assignment, transfer and pledge in favor of the Trustee of and upon the whole or any part or parts of the undertaking and assets, present and future, of the Association by way of a first fixed and specific and first floating charge and creating in favour of the Trustee for the benefit of any Series of Bonds of the Association such mortgage, charge and pledge of and upon the Debentures of any Municipal Corporations lodged and deposited with the Association pursuant to the provisions of said Statutes as the Association may determine.

4. That such Mortgage Deed of Trust shall be in such form and shall contain such covenants, agreements, stipulations, provisions and conditions, including Sinking Fund conditions and provisions for the calling or redemption of the Bonds, as the Association may determine and the Association shall have power to authorize one or more of its members to determine and approve of the form of the said Mortgage Deed of Trust creating such mortgage, charge assignment, transfer and pledge.

ENACTED AND PASSED this 21st day of June 1929.

(Sgd) E. B. Winter
Chairman
M. E. Brian
Secretary.

(SEAL)

WINDSOR, ESSEX AND LAKE SHORE ELECTRIC RAILWAY ASSOCIATION

BY-LAW NUMBER 13

A BY-LAW to provide for the issue of Debentures to the principal amount of Two hundred thousand dollars (\$200,000).

WINDSOR pursuant to the authority contained in The Windsor, Essex and Lake Shore Rapid Railway Act 1929 the Association is authorized to issue debentures to the principal amount of Two hundred thousand dollars (\$200,000) for the purpose of providing capital for working expenditure of the Windsor, Essex and Lake Shore Rapid Railway or any extension thereof, or work connected therewith, and of providing for any deficit caused by the revenues of the said Railway being insufficient to meet the working expenditure in any year and of providing for any other charges or liabilities for which the Association may be responsible or for any of the said purposes.

AND WHEREAS the Hydro-Electric Power Commission of Ontario has required that the said debentures shall bear the date, carry the rate of interest, be payable at the places and in the monies, and be upon the terms and conditions and mature on the date hereinafter set forth.

BE IT ENACTED as a By-law of the Windsor, Essex and Lake Shore Electric Railway Association as follows:

1. That for the purposes aforesaid the Association do issue debentures of the Association to the principal amount of Two hundred thousand dollars (200,000) under and by virtue of the provisions and subject to the terms and conditions of the said Statute; such debentures to bear date the 1st day of July 1929 and to mature on the 1st day of July 1934, and to carry interest at the rate of Six per centum (6%) per annum payable half yearly on the 1st days of January and July in each year and payable as to both principal and interest in gold coin of lawful money of Canada at the principal office of the Canadian Bank of Commerce in any of the Cities of Windsor, Toronto, Montreal, Winnipeg or Vancouver in the Dominion of Canada.
2. That the said debentures be in coupon form registerable as to principal only, and have coupons attached thereto for the payment of the interest.
3. That the said debentures shall be sealed with the Corporate Seal of the Association and shall be signed by the Chairman or Vice-Chairman of the Association and shall be countersigned by the Secretary or Assistant Secretary of the Association holding office at the time of signing, and notwithstanding the Chairman or Vice-Chairman and Secretary or Assistant Secretary so signing may not have held office at the date of the debentures or the date of the delivery thereof the debentures so signed shall be valid and binding upon the Association.
4. That the interest coupons attached to the debentures shall have engraved or lithographed or printed thereon the signature of the Secretary or Assistant Secretary of the Association and such signature shall for all purposes be deemed to be signed by him and shall be binding upon the Association notwithstanding that the person whose signature may have been so engraved or lithographed or printed is not at the date of the

debentures or at the date of the delivery thereof the Secretary or Assistant Secretary of the Association.

5. That One hundred thousand dollars (\$100,000) in principal amount of said debentures be forthwith delivered to The Hydro-Electric Power Commission of Ontario for the purposes set forth in said Statute.

6. That the remaining One hundred thousand dollars (\$100,000) in principal amount of said debentures be dealt with and disposed of by the Association as provided in said Statute as the Association may from time to time determine.

This Bill shall come into force and effect immediately upon the final passing thereof.

ENACTED AND PASSED this 21st day of June 1929.

(Sgd) E. B. Winter
Chairman
M. E. Brian
Secretary

(SEAL)

BY-LAW NO. 14

WHEREAS the Canadian Bank of Commerce made an offer for the purchase of the Million Dollar (\$1,000,000) par value Gold Bonds of the Association at a price Ninety-eight (98) cents on the dollar, and the Committee of the Association appointed to deal with the matter accepted the said offer and entered into a preliminary agreement in writing with the said Canadian Bank of Commerce for the purchase of the said Bonds.

AND WHEREAS it is deemed advisable to confirm the said sale

NOW THEREFORE, the Windsor, Essex and Lake Shore Electric Railway Association enacts as follows:

1. That the Agreement made between the Committee of the Association and the Canadian Bank of Commerce dated the 18th day of April, 1929, for the sale of the One million dollars (\$1,000,000) par value Gold Bonds of the Association at the price of Ninety-eight cents (98¢) on the Dollar, be and the same is hereby ratified and confirmed, and the said offer of the Canadian Bank of Commerce for the said Bonds be and the same is hereby accepted, and upon payment of the said price, the Bonds are, when ready, to be delivered to the said Canadian Bank of Commerce.

This By-law shall come into force and effect immediately upon the final passing thereof.

FINALLY PASSED this 21st day of June A.D. 1929.

(Sgd) E. B. Winter - Chairman
M. E. Brian - Secretary

(SEAL)

BY-LAW NO. 15

A BY-LAW TO AMEND THE PROCEDURE BY-LAW

AND WHEREAS it is deemed advisable to amend By-law No. 1, being the Procedure By-law of the Windsor, Essex and Lake Shore Electric Railway Association, in the manner hereinafter set forth.

NOW THEREFORE the Windsor, Essex and Lake Shore Electric Railway Association enacts as follows:

1. Paragraph one is amended by substituting for the words, "Secretary-Treasurer", in the fourth line thereof, the words "Secretary and Treasurer."
2. Paragraph nine of the said By-law is also hereby amended by substituting for the words, "Secretary-Treasurer", in the fifth line thereof, the words, "Secretary and Treasurer".
3. There should be added to the said Procedure By-law the following as paragraph twelve:

"Any meetings of the Association may by vote, be adjourned to any other time and place as may be deemed advisable, and in cases where there is not a quorum, any number of members less than a quorum may likewise adjourn the said meeting."

This By-law shall come into force and effect immediately upon the final passing thereof.

FINALLY PASSED this 21st day of June A.D. 1929.

(Sgd) E. B. Winter
Chairman
M. E. Brian
Secretary

(SEAL)

WINDSOR, ESSEX AND LAKE SHORE ELECTRIC RAILWAY ASSOCIATION

BY-LAW NUMBER 16

A By-law to authorize the creation and issue of Bonds of the Association.

WHEREAS pursuant to the authority contained in The Windsor, Essex and Lake Shore Rapid Railway Act, 1928, and The Windsor, Essex and Lake Shore Rapid Railway Act, 1929, the Association has entered into an Agreement with the Municipal Corporations of the Township of Sandwich West, Township of Sandwich East, Township of Sandwich South, Township of Gosfield North and Township of Gosfield South, and Towns of Essex, Kingsville and Leamington and the City of Windsor in the form

set out in Schedule "A" to The Windsor, Essex and Lake Shore Rapid Railway Act, 1928, with certain amendments consented to by the Lieutenant-Governor in-Council, and by virtue of the said Acts the said Agreement is legal, valid and binding upon the said Municipal Corporations and upon the Association, and the Association and the Municipal Corporations are empowered to exercise all powers necessary to the effectual performance by the Association and the said Municipal Corporations of all the terms, provisions, covenants, stipulations and conditions contained in said Agreement.

BE IT ENACTED as a By-law of the Windsor, Essex and Lake Shore Electric Railway Association as follows:

1. That for the purpose of covering the cost of acquiring, rehabilitating, constructing and equipping the Windsor, Essex and Lake Shore Rapid Railway, on behalf of said Municipal Corporations the Association do create and issue Bonds of the Association to the aggregate principal amount of One million dollars (\$1,000,000) in the first instance subject to the increase of said Bond issue by the issue in series of further Bonds of the Association from time to time for such amount as the Association may deem necessary to cover the capital cost of extensions, improvements and additional properties, works and equipment of any kind or any of them for use on or in connection with the Railway, subject always to the provisions and stipulations contained in said Agreement.
2. That the said Bonds to be issued in the first instance to the aggregate principal amount of One million Dollars (\$1,000,000) shall be designated Series "A" Bonds and shall be dated as of 1st February, 1929 shall mature on 1st February, 1959, and shall carry interest at the rate of six per centum (6%) per annum payable half yearly on the 1st days of February and August in each year and be payable as to both principal and interest and premium, (if any) in gold coin of lawful money of Canada at ~~any~~ the principal office of The Canadian Bank of Commerce in any of the Cities of Windsor, Toronto, in the Province of Ontario; Montreal, in the Province of Quebec; Winnipeg, in the Province of Manitoba and Vancouver, in the Province of British Columbia, in the Dominion of Canada, or in gold coin of the United States of America of the present standard of weight and fineness fixed for gold coins by the laws of the United States of America at the agency of the said Bank in the City of New York, U.S.A., at holder's option.
3. That the said Series "A" Bonds be in coupon form registerable as to principal only and have coupons attached thereto for the payment of the interest.
4. That the said Series "A" Bonds shall be sealed with the Corporate Seal of the Association and shall be signed by the Chairman or Vice-Chairman of the Association and shall be countersigned by the Secretary or Assistant Secretary of the Association holding office at the time of signing and notwithstanding any change in any of the persons holding said offices between the time of actual signing and the certifying and delivery of the Bonds, and

notwithstanding the Chairman or Vice-Chairman and Secretary or Assistant Secretary signing may not have held office at the date of the Mortgage Deed of Trust hereinafter mentioned or at the date of the Bonds, or the date of the certifying and delivery thereof, the Bonds so signed shall be valid and binding upon the Association.

5. That the interest coupons attached to the said Series "A" Bonds shall have engraved or lithographed or printed thereon the signatures of the Chairman or Vice-Chairman and the Secretary or Assistant Secretary of the Association, and such signatures shall for all purposes be deemed to be signed by them, and shall be binding upon the Association, notwithstanding that the persons whose signatures may have been so engraved or lithographed or printed are not at the date of the Mortgage Deed of Trust hereinafter mentioned or at the date of the Bonds or at the date of the certifying and delivery thereof, the Chairman or Vice-Chairman and the Secretary or Assistant Secretary of the Association respectively.

6. That the said Series "A" Bonds and interest coupons shall be substantially in the form set out in the Mortgage Deed of Trust hereinafter mentioned, and shall be redeemable in advance of their regular maturity at the price or prices, on the terms and in the manner set forth and provided in said Mortgage Deed of Trust.

7. That the said Series "A" Bonds to the aggregate principal amount of One Million Dollars (\$1,000,000), and said further Bonds, if any, constituting an increase in said Bond issue be secured by a Mortgage Deed of Trust from the Association to Guaranty Trust Company of Canada as Trustee, creating a first and specific mortgage, charge, assignment, transfer and pledge and a first floating charge in favor of the Trustee of and upon all the real and immovable personal and moveable property, rights incomes, powers, privileges, franchises and all the undertaking and assets of the Association, present and future, and creating a first and specific mortgage, charge and pledge in favor of the Trustee for the exclusive benefit of the holders of said Bonds of Series "A" to the principal amount of One million dollars (\$1,000,000.00) of and upon the debentures of said Municipal Corporations to the aggregate principal amount of One Million One hundred Thousand Dollars (\$1,100,000.00) lodged and deposited with the Association pursuant to the terms of said Agreement and of said Statutes, and providing for a first and specific mortgage, charge and pledge in favor of the Trustee for the exclusive benefit of the holders of the Bonds of succeeding series, if any, of and upon the debentures of the Municipal Corporations to be lodged and deposited with the Association pursuant to the terms of said Agreement and of said Statutes, the whole as more fully set forth and stipulated in the said Mortgage Deed of Trust hereinafter referred to.

8. That Guaranty Trust Company of Canada be and it is hereby appointed Trustee for the holders of said Bonds under said Mortgage Deed of Trust.

9. That the draft of the Mortgage Deed of Trust between the Association and Guaranty Trust Company of Canada as Trustee, which has been prepared and submitted to this meeting and drawn to secure said Bonds of the Association, and all the provisions, terms, covenants, stipulations, provisos and conditions therein contained and in the Schedule thereto, including Sinking Fund provisions and provisions for the calling or redemption of Bonds, be and the same is hereby approved to the same extent and effect as if the said Mortgage Deed of Trust and the Schedules attached thereto were set out in full and as part of this By-law, provided that the Chairman or Vice-Chairman of the Association shall have the right to make such directions, changes or additions therein and thereto as he may approve, such approval to be conclusively established by his execution of the said Deed, and that a Mortgage Deed of Trust substantially in the form of the draft submitted to this Meeting with such corrections, changes or additions therein or thereto as may be made by the Chairman or Vice-Chairman as aforesaid and all other deeds and documents necessary or advisable as incidental or supplemental thereto be executed and delivered on behalf of the Association and be signed and executed in the name of the Association by the Chairman or Vice-Chairman and by the Secretary or Assistant Secretary of the Association, and that the Corporate Seal of the Association be affixed thereto.

10. That the said Series "A" Bonds be executed by the Association and delivered to said Trustee to be certified and delivered in accordance with the provisions of the said Mortgage Deed of Trust.

11. That the said Series "A" Bonds of the Association may be sold, hypothecated, pledged or otherwise disposed of or any part or parts of the said Bonds on such terms and conditions and at such price or prices and either at par or at a discount or at a premium as the Association may deem advisable, but only after deposit with the Association of the Debentures of said Municipal Corporations as provided in said Agreement.

ENACTED AND PASSED this 14th day of August 1929.

(Sgd) E. B. Winter
Chairman

M. E. Brian
Secretary

(SEAL)

WINDSOR, ESSEX AND LAKE SHORE ELECTRIC RAILWAY ASSOCIATION

BY-LAW NUMBER 17

WHEREAS the First Mortgage Six Percent Sinking Fund Gold Bonds of the Association to the par value of One Million Dollars (\$1,000,000.00) have been sold to the Canadian Bank of Commerce.

AND WHEREAS the Trustee, the Guaranty Trust Company of Canada, has required that \$60,000.00, be deposited with it pursuant to the Mortgage Deed of Trust securing said Bonds to meet the interest on said Bonds falling due on first February and first August, 1930.

AND WHEREAS by By-law No. 13 the Association has authorized the issue of Six Per Cent Debentures to the aggregate amount of \$200,000.

BE IT ENACTED, as a By-law of the Windsor, Essex and Lake Shore Electric Railway Association as follows:

1. For the purposes aforesaid the Chairman and Treasurer are hereby authorized to borrow from the Canadian Bank of Commerce a sum not to exceed Sixty thousand dollars (\$60,000.00) at an interest rate not exceeding six per cent per annum, and to pay to the Guaranty Trust Company of Canada said sum of Sixty thousand dollars (\$60,000.00) to meet the interest on the said Bonds as aforesaid; and the Association hereby authorizes the pledge and delivery to the Canadian Bank of Commerce of such amount (not to exceed \$100,000.00) of the said Six per cent Debentures of the Association as collateral security for the said loan as may be required by the said Bank, and the Chairman and Treasurer are hereby authorized to execute and deliver to the Bank such agreements and documents evidencing such loan as the Bank may require.

This By-law shall come into force and effect immediately upon the final passing thereof.

FINALLY PASSED this 14th day of August, 1929.

(Sgd) D. B. Winter
Chairman
M. E. Brian
Secretary

(SEAL)

BY-LAW NUMBER 18

A BY-LAW OF THE WINDSOR, ESSEX AND LAKE SHORE ELECTRIC RAILWAY ASSOCIATION

WHEREAS it is deemed advisable to repeal By-laws Nos. 13 and 17 of the said Association.

NOW THEREFORE the Windsor, Essex and Lake Shore Electric Railway Association enacts as follows:

1. That By-laws Nos. 13 and 17 of the Association be and the same are hereby repealed.

This By-law shall come into force and effect immediately after the final passing thereof.

FINALLY PASSED this Third day of September 1929.

(Sgd) E. B. Winter
Chairman

M. E. Brian
Secretary

(SEAL)

WINDSOR, ESSEX AND LAKE SHORE ELECTRIC RAILWAY ASSOCIATION

BY-LAW NUMBER 19

A BY-LAW to provide for the issue of Debentures to the principal amount of Two hundred thousand dollars (\$200,000)

WHEREAS pursuant to the authority contained in The Windsor, Essex and Lake Shore Rapid Railway Act, 1929, the Association is authorized to issue debentures to the principal amount of Two hundred Thousand Dollars (\$200,000) for the purpose of providing capital for working expenditure of the Windsor, Essex and Lake Shore Rapid Railway or any extension thereof, or work connected therewith, and of providing for any deficit caused by the revenues of the said Railway being insufficient to meet the working expenditure in any year and of providing for any other charges or liabilities for which the Association may be responsible or for any of the said purposes.

AND WHEREAS The Hydro-Electric Power Commission of Ontario has required that the said debentures shall bear the date, carry the rate of interest, be payable at the places and in the moneys, and be upon the terms and conditions and mature on the date hereinafter set forth.

BE IT ENACTED as a By-law of the Windsor, Essex and Lake Shore Electric Railway Association as follows:

1. That for the purposes aforesaid the Association do issue debentures of the Association to the principal amount of Two hundred thousand dollars (\$200,000.00) under and by virtue of the provisions and subject to the terms and conditions of the said Statute; such debentures to bear date the 1st day of July, 1929, and to mature on the 1st day of July, 1934, and to carry interest at the rate of Six per centum (6%) per annum payable half yearly on the 1st days of January and July in each year and payable as to both principal and interest in gold coin of lawful money in Canada at the principal office of the Canadian Bank of Commerce in any of the Cities of Windsor, Toronto, Montreal, Winnipeg or Vancouver in the Dominion of Canada at holder's option.

2. That the said debentures be in coupon form registerable as to principal only, and have coupons attached thereto for the payment of the interest.

3. That the said debentures shall be sealed with the Corporate Seal of the Association and shall be signed by the Chairman or Vice-Chairman of the Association and shall be countersigned by the Secretary or Assistant Secretary of the Association holding office at the time of signing, and notwithstanding any change in any of the persons holding said offices between the time of actual signing and delivery of the debentures and notwithstanding the Chairman or Vice-Chairman and Secretary or Assistant Secretary so signing may not have held office at the date of the debentures or the date of the delivery thereof the debentures so signed shall be valid and binding upon the Association.

4. That the interest coupons attached to the debentures shall have engraved, lithographed or printed thereon the signatures of the Chairman and Secretary of the Association, and such signatures shall, for all purposes, be deemed to be signed by them and shall be binding upon the Association notwithstanding that the persons whose signatures may have been so engraved, lithographed or printed are not at the date of the debentures or at the date of the delivery thereof, the Chairman and Secretary of the Association respectively.

5. That One hundred thousand dollars (\$100,000) in principal amount of said debentures be forthwith delivered to The Hydro-Electric Power Commission of Ontario for the purposes set forth in said Statute.

6. That the remaining One hundred thousand dollars (\$100,000) in principal amount of said debentures be dealt with and disposed of by the Association as provided in said Statute as the Association may from time to time determine.

This By-law shall come into force and effect immediately upon the final passing thereof.

ENACTED AND PASSED this Third day of September 1929.

(Sgd) E. B. Winter

Chairman

M. N. Brian

Secretary.

(SEAL)

WINDSOR, ESSEX AND LAKE SHORE ELECTRIC RAILWAY ASSOCIATION

BY-LAW NUMBER 20

WHEREAS the First Mortgage Six Percent Sinking Fund Gold Bonds of the Association to the par value of One Million Dollars (\$1,000,000.00) have been sold to the Canadian Bank of Commerce.

AND WHEREAS the Trustee, the Guaranty Trust Company of Canada, has required that Sixty thousand dollars (\$60,000.00) be deposited with it pursuant to the Mortgage Deed of Trust securing said Bonds to meet the interest on said bonds falling due on first February and first August 1930.

AND WHEREAS by By-law No. 19 the Association has authorized the issue of Six per cent Debentures to the aggregate amount of Two hundred thousand dollars (\$200,000.00).

BE IT ENACTED as a By-law of the Windsor, Essex and Lake Shore Electric Railway Association as follows:

1. For the purposes aforesaid the Chairman and Treasurer are hereby authorized to borrow from the Canadian Bank of Commerce a sum not to exceed Sixty thousand dollars (\$60,000.00) at an interest rate not exceeding six per cent per annum, and to pay to the Guaranty Trust Company of Canada said sum of Sixty thousand dollars (\$60,000.00) to meet the interest on the said Bonds as aforesaid; and the Association hereby authorizes the pledge and delivery to the Canadian Bank of Commerce of such amount (not to exceed \$100,000.00) of the said Six per cent Debentures of the Association as collateral security for the said loan as may be required by the said Bank, and the Chairman and Treasurer are hereby authorized to execute and deliver to the Bank such agreements and documents evidencing such loan as the Bank may require.

This By-law shall come into force and effect immediately upon the final passing thereof.

FINALLY PASSED this Third day of September 1929.

(Sgd) E. B. Winter

Chairman

H. E. Brian

Secretary

(SEAL)

WINDSOR, ESSEX AND LAKE SHORE ELECTRIC RAILWAY ASSOCIATION

BY-LAW NUMBER 21

A BY-LAW TO PROVIDE FOR THE ISSUE OF DEBENTURES
TO THE PRINCIPAL AMOUNT OF \$100,000.

WHEREAS it is provided by Section 7 of The Windsor, Essex and Lake Shore Rapid Railway Act, 1929, that the Association shall issue debentures of the Association to such amount as may be determined by The Hydro-Electric Power Commission of Ontario as necessary to provide further capital for the completion of the rehabilitation of the Windsor, Essex and Lake Shore Rapid Railway and shall sell, pledge or hypothecate the same and pay the proceeds to the Commission;

AND WHEREAS the said Commission has determined that the issue of debentures of the Association to the principal amount of \$100,000 is necessary to provide further capital for the rehabilitation of the said Railway:

NOW THEREFORE BE IT ENACTED as a By-law of Windsor, Essex and Lake Shore Electric Railway Association as follows:

1. That for the purpose aforesaid and pursuant to the Statutory authority aforesaid the Association do issue debentures of the Association to the principal amount of \$100,000, such debentures to bear date the 1st day of May, 1930, and mature the 1st day of May, 1935, and to carry interest at the rate of Six per cent per annum, payable half-yearly, on the 1st days of May and November in each year, and payable as to both principal and interest in gold coin of lawful money of Canada at the principal office of the Canadian Bank of Commerce in any of the Cities of Windsor, Toronto, Montreal, Winnipeg or Vancouver, in the Dominion of Canada, at holder's option. That the said debentures do rank *pari passu* without preference or priority one over another.

2. That the same debentures be in coupon form registerable as to principal only, and have coupons attached thereto for the payment of the interest.

3. That the said debentures shall be negotiable and pass by delivery unless registered as to principal only in the name of the holder in a Register to be kept by the Association at its office in the City of Windsor, Canada, such registration being noted thereon. After such registration no transfer thereof shall be valid unless made in the said register by the registered holder in person or his legal representatives or his or their duly authorized attorney and similarly noted thereon. The said

debentures may be discharged from registry by being in like manner transferred to bearer and thereupon transferability by delivery shall be restored but said debentures may again and from time to time be registered or transferred to bearer as before. Any such registration shall not affect the negotiability of the coupons which shall continue to be transferable by delivery.

4. That the said debentures shall be sealed with the corporate seal of the Association and shall be signed by the Chairman or Vice-Chairman of the Association and shall be countersigned by the Secretary or Assistant Secretary of the Association holding office at the time of signing, and notwithstanding any change in any of the persons holding said office between the time of actual signing and delivery of the debentures and notwithstanding the Chairman or Vice-Chairman and Secretary or Assistant Secretary so signing may not have held office at the date of the debentures or the date of the delivery thereof the debentures so signed shall be valid and binding upon the Association.

5. That the interest coupons attached to the debentures shall have engraved, lithographed or printed thereon the signatures of the Chairman and Secretary of the Association, and such signatures shall, for all purposes, be deemed to be signed by them and shall be binding upon the Association notwithstanding that the persons whose signatures may have been so engraved, lithographed or printed are not at the date of the debentures or at the date of the delivery thereof, the Chairman and Secretary of the Association respectively.

6. That said debentures be sold, pledged or hypothecated and the proceeds of such sale, pledge or hypothecation be paid to the said Commission.

7. This by-law shall come into force and effect immediately upon the final passing thereof.

ENACTED and passed this 9th day of May, 1930

(Sgd) E. B. Winter
Chairman

M. E. Brian
Secretary.

(SEAL)

WINDSOR, ESSEX & LAKE SHORE ELECTRIC RAILWAY ASSOCIATION

BY-LAW NUMBER 22

WHEREAS by By-Law No. 20 of the Association, the Chairman and Treasurer were authorized to borrow from the Canadian Bank of Commerce a sum not exceeding \$60,000.00 as therein provided for, upon the security of debentures of the Association issued under Section 4 of the Windsor, Essex and Lake Shore Rapid Railway Act 1929, being 19 George V Chapter 56.

AND WHEREAS the said borrowing has been increased from time to time for the purpose of paying interest on the Association's bonds, and the borrowing authorized by said By-Law No. 20 has been exceeded to the extent of \$30,000.00.

NOW THEREFORE BE IT ENACTED as a By-Law of the Windsor, Essex and Lake Shore Electric Railway Association as follows:-

1. The Said By-Law No. 20 be and the same is hereby repealed.
 2. For the purpose of paying the interest upon bonds of the Association, the Chairman and Treasurer are hereby authorized to borrow from the Canadian Bank of Commerce a sum not to exceed \$90,000.00 at a rate of interest not exceeding 6% per annum, and the Association hereby authorizes the pledge and delivery to the Canadian Bank of Commerce of its debentures to the principal amount of \$100,000.00 heretofore issued by it under section 4 of the Windsor, Essex and Lake Shore Rapid Railway Act 1929, as collateral security for the said loan, and the said Chairman and Treasurer are hereby authorized to execute and deliver to the said Bank such form of hypothecation, pledge or other document as the said Bank may require, in connection therewith.
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